City State of the Invincible Overlord

A CITY SOURCEBOOK FOR V3.5 ROLEPLAYING

Judges Guild

Sword & Sorcery

d20 system™

Created By:
Bob Bledsaw
Original Material by:
Bob Bledsaw, Bill Owen, Scott Fulton and Judges Guild staff
D20 Expansion Author:
Patrick Lawinger
Additional Writing and D20 Conversions:
Nathan Douglas Paul, Erica Balsley, Scott Greene, Bill Webb, and Clark Peterson
Developer:
Bill Webb
Producer:
Clark Peterson
D20 Editor:
Scott Greene
Art Direction & Interior Layout:
Mike Chaney
Front & Back Cover Design:
Mike Chaney and Becky Jollensten
Interior Art:
Brian LeBlanc, David Day, Richard Thomas, Leif Jones, Mark Smylie, Llyn Hunter, Beth Trott, Tim Truman, Erik Roman, & Mike Chaney
Front Cover Art:
Rick Sardinha
Cartography:
Ed Bourelle
Special Thanks:
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This product requires the use of the Dungeons and Dragons® Player's Handbook, published by Wizards of the Coast®. This product utilizes updated material from the v.3.5 revision.

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Table of Contents

Chapter One: Introduction to the City State 3

Chapter Two: New Rules 12

Chapter Three: Crime and Punishment 19

Chapter Four: City Encounters 25

Book I: The City State of the Invincible Overlord

Chapter Five: Introduction to Streets and Shops 36

Chapter Six: Rumors and Legends 38

Chapter Seven: Street Encounters 41

Chapter Eight: Locations in the City State 47

Book II: Wraith Overlord, Beneath the City State

Chapter Nine: Introduction to Wraith Overlord 136

Chapter Ten: City Jail 139

Chapter Eleven: The Three Temples 154

Chapter Twelve: Hellbridge Temple 170

Chapter Thirteen: Temple of Pegana 178

Chapter Fourteen: Thieves' Guild 185

Chapter Fifteen: Despot Ruins 194

Chapter Sixteen: Temple of the Spider-God 200

Chapter Seventeen: The Tomb 206

Chapter Eighteen: The Watch Tower 217

Chapter Nineteen: The Patrician Theatre 227

Chapter Twenty: The School of Arcane Knowlege 232

Appendix I: Important NPCs of the City State 242

Appendix II: Magic Items 245

Appendix III: New Monsters and Templates 251

Appendix IV: Map Location Index 274

Appendix V: Legal 280

Appendix VI: Maps 281

CHAPTER ONE: INTRODUCTION TO THE CITY STATE

Welcome to the ***City State of the Invincible Overlord***, a city that has spawned countless adventures in the hands of Judges throughout the world. **Necromancer Games** is proud to present this revision of the City State complete with 3rd Edition (Revised) Rules, but retaining the First Edition Feel that made Judges Guild famous. Yes, we have updated the rules, statistics, and monsters to meet with third edition rules, and we have added a little more detail to the descriptions provided in the original. But have no fear, none of these changes alter the fact that, like the original, the ***City State of the Invincible Overlord*** can still be placed into any world, any time, and any location with minimal work.

The ***City State of the Invincible Overlord*** is a vast city with shops and services that simply can't be found elsewhere. Over 350 locations are detailed for your use but you, as the Judge, but DMs (or Judges, as we call them) can always add more, or even eliminate some of the locations presented here. As a lawful evil city, most individuals are out for themselves, and completely content to stay out of other people's problems. The laws, while strictly enforced, require that someone bear witness to a crime, interestingly, witnesses tend to avert their eyes and simply don't "see anything." As with travel through the untamed wilds, the goal here is survival, which is accomplished by most without much trouble.

The City State thrives on trade and mercantile activity resulting in a constant ebb and flow of individuals of all types. Trolls, orcs, and even ogres are commonly seen on the streets of the City State, and many have their own homes and some even have positions of esteem and respect within the government. Any creature with an item to trade, or a service to provide is allowed into the City State, so long as they follow the many labyrinth laws, or at least don't get caught breaking them.

In addition to the City State itself, this book also contains another Judge's Guild product based in the City State known as ***Wraith Overlord***. This collection of dungeon locations beneath the City State is a deadly battle ground for many temple factions as well as the Assassin's Guild, Thieves' Guild, and Amazons working directly for the Overlord.

Wilderlands Campaign Setting: The City State of the Invincible Overlord was the very first fantasy city supplement for fantasy roleplaying. It has always been easily dropped into any fantasy campaign, and this version is no different, for those desiring to learn more about the Wilderlands campaign setting in which the City State is located, and the races found there, visit Judges Guild online at *www.judgesguild.com* or see the Judges Guild and Necromancer Games product The ***Player's Guide to the Wilderlands***. For those Judges, a free download is available at www.judgesguild.com that briefly details the unique races of the Wilderlands setting that are mentioned throughout this book. Of course, you as the DM, are free to change such designations in this book to fit your own personal campaign.

ORGANIZATION OF THIS BOOK

This book is organized into chapters. You are currently reading **Part I: The City State of the Invincible Overlord**. After this Introductory Chapter, Chapter 2 provides additional background and alternate rules for the City State. Chapter 3 describes the criminal justice system in the City State. Chapter 4 provides detailed encounter tables for the various areas of the city, including the dark warrens of the docks. Chapter 5 provides a description of the various streets and shops, as well as gives guidance on how to use the main portion of the book. Chapter 6 gives a series of rumors and legends surrounding the city, great for use by the judge as either adventure hooks or as means to draw the players into certain areas of the city. Chapter 7 provides detailed encounter tables for use on the mean streets of the city, individualized for the streets and areas. Chapter 8 lists all of the many locations in the City State, with the exception of those few locations fully described

in later chapters. **Part II: Wraith Overlord**, begins with an Introduction in Chapter 9 which also includes background information required to run some of the dungeons. Chapters 10–20 detail various dungeons in, around, and beneath the City State and lead into Appendices describe important NPCs, new monsters and gods, and new magic items.

City State Of The Invincible Overlord (City State; Metropolis)

Population: 80,000 (20,000 able bodied)

Technological Level: 8

Racial Composition: Mixed (human 72%, dwarf 16%, halfling 5%, elf 3%, others 4%)

Alignment: N/LE

Average Citizen: Since this city is the center of the northern Wilderlands, even the lowest person is better than the average city dweller (usually at least a Com3 or higher, except children) with shopkeepers usually being even more skilled (Exp5 or higher, often much higher). There are few pure commoners within the city walls. It is not unusual to see even common NPCs with class levels appropriate for the city, such as rogue or fighter. Many denizens have seen extensive military service or are retired adventurers and visitors should beware — this is no village of common oafs.

Ruler: His Most Terrible Majesty, the Invincible Overlord, Hygelak XI, the Dread Klipmaran Noble (LE male human [Tharbrian] Ftr20)

Other Important Figures: Grand Vizier Balarnega (LE male human Ftr16)

Resources: The greatest market and trade center of the Northern Wilderlands other than Viridistan

Allies: The dwarves of Thunderhold, the Skandiks at Croy, Modron, Byrny, the sea monster Maelstron

Enemies: Virdistan and the Green Emperor, the Skandiks at Ossary, the Pirates of Hagrost, Orcs of the Purple Claw from Dearthwood, Warwik

Located on a bluff on the western edge of Dearthwood on the Estuary of Roglaroon, the City State of the Invincible Overlord (or just the "City State" as it has come to be known) was founded in 3075 BCCC ("Balozkinar's Corrected Commoner's Calendar") on the ruins of what is believed to be the ancient capital of the long lost Dragon Empire of the Orichalans.

Though known as Ryan's Ruin by sages, Rhamsandron by wizards, and Normoot by Altanians, the city came to be known as the City State of the Invincible Overlord and its former name under the Dragon Empire was forgotten. The title "Invincible Overlord" has been held by every ruler of the City State since its creation. Because the city was initially founded by a dwarven hero, the city became home to a large expatriate population of dwarves and is allied to the dwarven city of Thunderhold to the north. Many years ago, Lucius the Great — a Tharbrian warlord — took advantage of a civil war and he and his allied clans swept eastwards and conquered the City State. Since Lucius's reign several hundred years ago, the City State has come to dominate the region.

Though the City State is situated at the intersection of the ancient Rorystone Road, most trade is done by ship, as the Estuary of Roglaroon allows large drafted ships to sail inland as far as the City State. As a result, the Estuary is thick with pirates who prey on this trade.

Though few know his true name, the current Invincible Overlord is Hygelak "the Dread," a cruel ruler whose elite group of assassins and secret police known as the Black Lotus roam the city and the surrounding lands enforcing his will and eliminating rivals.

The City State is plagued by the Orcs of the Purple Claw from nearby Dearthwood and from the fell beasts of the Troll Fens and Mermist Marshes to the northwest and southwest. The Overlord has had several strongholds built or occupied by those loyal to him to keep these creatures in check. He has even posted rewards for their slaughter.

Despite its labyrinthine laws and evil reputation, the City State of the Invincible Overlord is a popular destination for adventurers of all types and is regularly visited by most merchants and traders. Most visitors depend upon the fact that virtually anything can be bought or sold in the City State, so long as the proper taxes are paid. Sale or purchase of information about the Overlord's armies, armaments, ships, or defenses is considered high treason, but the complex laws and regulations of the City State do not prevent the sale of any other item, creature, or person.

Imposing simply by its size and reputation, the City State is open to creatures of all races, religions and backgrounds willing to follow its laws. Although the population is predominantly human (or human-related, such as the barbarian altanians and fierce amazons), goblins, orcs, trolls, ogres and demonic houris can be seen on the city streets along with less frequent encounters with a wide variety of other creatures. A stroll down any street of the City State brings the sights, sounds, and smells of a thriving city, but visitors should remember that laws here are designed to protect the interests of the Overlord, commerce and the creation of new wealth, not individuals. Violence breaks out often, with the jaded citizens simply turning and walking away from the scene of a crime.

The beautiful palaces, imposing towers, fabulous temples, and more ordinary buildings of the City State are stacked on foundations and dungeons thousands of years old. Built upon the ruins of ancient cities, rumors of wealth hidden in deep catacombs and bardic tales of hidden palaces beneath the earth circulate through the lands. While few travelers act on such tales, a majority of visitors to the City State go out of their way to visit some

of the most magnificent locations, as well as those somewhat darker, more frightening locales spoken of in songs and tales.

An elaborate judicial system maintains order in the City State. Constables, guardsmen, deputies, sheriffs, marines, knights, and a secret police — the famed Black Lotus — enforce a chaotic but uniform peace on the various quarrelsome inhabitants. The judicial system allows for different courts for clergy, merchants, nobles, and other factions, creating differences in the punishments for certain crimes. If PCs run afoul of the law, they will most certainly require the assistance of a litigation trickster for their defense.

Organizations

The following organizations are of importance to the City State, either in its day-to-day operation, or in its politics and livelihood. Each organization is only briefly described, it is up to the Judge as to whether these organizations are important enough to describe more fully.

Law Enforcement

The following organizations enforce order in the City State, though not always for the cause of justice.

Black Lotus

The Black Lotus is a body of secret police with spies at all levels of society. Any attempt to create an uprising, attack the Overlord, or other treasonous activity is usually discovered within 1d6 days. The Black Lotus is under the direct control of the Overlord and has their own set of hidden dungeons where they "question" anyone thought to be involved in a potentially treasonous event. It is rumored that in times of relative peace and inactivity the Black Lotus creates their own revolutionary groups, ostensibly to "identify" potential revolutionaries, but realistically, it is to keep busy. Few members of the Black Lotus know more than the few individuals they come into contact with, only the highest ranking members (whose names are a state secret) have knowledge of the full breadth of the spies recruited by the Black Lotus.

All members of the Black Lotus are fanatically loyal, something insured by the fact that several members have the specific duty of spying on other members. Members of the Black Lotus are skilled information gatherers, adept at concealing their true faces, and particularly skilled at subterfuge. See the Rules chapter for more on the Black Lotus.

Constables

The garishly dressed constables are often laughed at, but such laughter only takes place when they are not nearby. Constables are responsible for assisting nobles and magistrates in the serving of writs, delivering judgments, capturing escaped prisoners, and bringing reluctant defendants to court. The constables are also responsible for guarding and caring for the City Jail. The constabulary is often a dumping ground for noble sons, especially those not in line for inheritance, and is often considered a way for them to outgrow their adolescence while serving some public good. In general, the constables are an arrogant bunch of men, full of self-importance, and unlikely to speak to anyone they consider being of lower social standing. See **Area 16** on Beggar's Street in Chapter 3 for more information. Constables generally wear leather armor with small shields and carry maces and occasionally short spears.

City Guard

The City Guard is commanded by a senior captain and organized into throngs exactly the same way as the

Military Units and Leaders

The following lists shows some of the minor differences in the naming of units and leaders in the noble and regular armies. Leaders in the noble army must have certain social standing, often based on their noble heritage or standing in the Knighthood. Leaders in the regular army obtain their positions through skill and leadership alone.

Regular Army Title	Unit (number)	Noble Army Title
Sergeant	Throng (100 foot)	Sergeant
Captain	Vasthrong (500 foot)	Captain
(none)	Lance (5 horse)	Knight
Sergeant	Squadron (50 horse)	Knight
Captain	Equithrong (500 horse)	Knight Bachelor
General	Battle	Knight Banneret
Captain General	Vasthost	Noble (SL 11–14)*
Army Commander**	Army of the City State	—
—	—	Overlord**

*These nobles must have proven leadership abilities, and have achieved Knighthood.

The Overlord commands the entire army at all times, except in major wars where control is turned over to the regular army commander, **Commander Tergo Di Bragit (Ftr15).

military (see below). The City Guard is responsible for controlling gate traffic, quelling riots or uprisings, and, finally, the arrest of criminals. Generally, the City Guard is more effective at capturing criminals than the Constables, but they most often need to be ordered to do so. The City Guard is mostly made up of career guardsmen and warriors who are dedicated to their jobs. City Guard normally wear chain shirts, small shields and carry shortswords and light crossbows.

The Regulators

This super-secret organization operates under the Overlord's control, but can also make decisions on their own regarding what they consider to be treasonous activities. Membership is very tightly controlled, with all new members requiring unanimous approval by all present members as well as the Overlord. They operate out of a secret level below the Cryptic Citadel where they store items of great power for use in supporting the Overlord. When they do act, they often act under the guise of the Black Lotus. Few people know of the existence of the Regulators, let alone their deadly actions on the Overlord's behalf. Any situation that is not resolved quickly by the Black Lotus is taken care of by the Regulators. A number of the Regulators are also high-ranking members of the Black Lotus.

Military

Military organizations in the City State are complex. Foot soldiers are organized into "Throngs" or companies of 100 men lead by a sergeant. Each throng has 40 slaves (Com1; longswords) that help carry arms and supplies as well as taking care of cleaning duties. Five sergeants are commanded by a **Captain** with **Wall Captains** often assigned 2 additional sergeants because the garrison troops are often augmented by militia and peasant levies during an emergency. Captains are generally permitted an orderly, 2 arms bearers, and 1d6 additional servants. Five throngs together are called a "Vastthrong," and 2d4 vasthrongs plus 1d4 equithrongs (see table on page 5) are called a "Battle." Battles with more horse than infantry are rare. Battles are augmented by mercenaries, militia, peasant levies, engineering companies, knights, and Bachelor Squires which usually add another 500 troops total. Camp followers including hucksters, laborers, houris, concubines, and noble sightseers add another 240–400 individuals to the traveling group. Three or more battles together are called a "Vasthost" or Army.

The Overlord maintains at least 2 Vasthosts in the field at all times. These reflect the essentially dual nature of his military. One Vasthost is made of predominantly regular army types, most of who are simply career military personnel with a long heritage of military service. The other semi-permanent Vasthost is made up mostly of nobles, knights, and mercenaries, which acts as a counterbalance to his regulars. The Knighthood's relatively recent, and popular, creation has led to even further animosity between factions, and has come close to plunging the City State into civil war. The increasingly feudal nature of the City State leads the Overlord to trust his noble army little more than his regulars. Needless to say, the two armies fight poorly together, except in dire emergencies. After a successful campaign, any Vasthost that advances to the City State is usually given another mission immediately. If the force fails to respond, the Overlord immediately cuts off all supplies, fearing the immense power of his own armies.

Horse units are divided up somewhat differently from foot units. The basic cavalry unit is a "lance," which, in the noble army, consists of a Knight in platemail, his squire (also armed and armored), a page, and 2 mounted bowmen for a total of 5 men. Ten lances (50 men) are termed a Squadron which is led by the most senior Knight in the group. Ten squadrons create an "Equithrong" 500 strong lead by a Knight Bachelor. Cavalry units in the regular army have a similar organization but are more lightly armored. Consult the side box for terms of rank and standing.

Guilds

In addition to the military and secret police organizations discussed above, a number of guilds hold considerable political power in the City State while others exert influence in other, darker ways. These include the Assassins' Guild, which many claim is linked to the Black Lotus, the Beggars' Guild, which sell the information gained from overheard conversations, the Mercenary Guild, which operates under a special permit from the Overlord, the Merchants' Guild, which controls the commerce of the city, the Sages' Guild, which has some of the most ancient texts in the Wilderlands, the Thieves' Guild, which is arguably the most powerful organization in the city that is not sworn to the Overlord, and the Craftsman's Guild, which won its freedom from taxation due to a recent civil war.

Assassins' Guild

At this point the Assassins' Guild **(Location 140)** is essentially owned by the Overlord. Many of the most skilled assassins are on direct salary from the City State. Many members of the guild are also part of the Black Lotus. The guild attempts to maintain an air of independence, but loyalty to the Overlord has allowed business to expand in a quasi-legal manner with most members immune from prosecution due to their work for the City State. The Assassins' Guild is essentially at war with the Thieves' Guild, a war that is carried out in the tunnels and sewers beneath the City State.

Beggars' Guild

Once no more than a collection of beggars staying together to avoid persecution, beatings, and robberies from others, the Beggars' Guild **(Location 30)** has grown into a minor power in the City State. Beggars are almost completely ignored by most people traveling the streets, allowing them to overhear bits

and pieces of various conversations. Eventually, several of the beggars realized they could turn some of this information into power. Some of this information enabled them to force the nobles to acknowledge their right to existence in exchange for silence.

The Beggars' Guild now controls several smuggling operations in and around the City State, and are thus considered rivals by the Thieves' Guild. The much smaller Beggars' Guild maintains its existence through careful dissemination of information about the actions of the Thieves' Guild to the Overlord and the Nobles. It is a dangerous balance, harming the Thieves' Guild beyond a certain limit would certainly provoke an all-out attack despite the protection granted by the Overlord, and not providing enough information might anger the Overlord or the Nobles enough for them to withdraw their protection. In either case the Beggars' Guild would almost certainly be destroyed.

All beggars are required to pay 20% of their earnings to the Guild. In return, they get gruel twice a day and a place to sleep on a first-come first-flopped basis. While all beggars are Guildsmen, 1st level beggars start at SL 1. SL 1 beggars are not allowed in the Guild Hall between dawn and dusk as a general rule, which often precludes them from getting a good night's flop space.

Mercenary Guild

The Mercenary Guild **(Location 257)** operates under a special permit from the Overlord. It has its own rules, regulations, and court system for enforcing these rules, thus making mercenaries somewhat outside the law. Mercenaries hired directly from the guild are loyal to their jobs, skilled, and can generally be trusted. The guild is loyal to the Overlord, as a requirement of their permit, and can be called to duty in his name (with proper fees paid) at any time.

Merchants' Guild

The merchants of the City State gained enough political power to be permitted their own court system and sheriff. As major controllers of commerce in the City State, and therefore income generated through taxation by the government, the Merchants' Guild **(Location 255)** is slowly gaining political clout nearing that of the nobles. Many of the guild members, and leaders, are almost as criminal as members of the Thieves' Guild. As a result the Overlord has final approval on the election of all guild leaders, and a number of members of the Black Lotus have infiltrated the guild.

Sage's Guild

As collectors of knowledge, the Sage's Guild **(Location 281)** is one of the oldest institutions in the history of the City State. While there is debate outside the guild about the actual length of their existence, the guild claims to be over 3,000 years old, and that it was founded by an order of scholars that decided to permanently reside in the newly founded City State. The order flourished during the ancient Dragon Empire, and survived its fall. The present Sage's Guild has some of the oldest texts in the Wilderlands; only the sages in Viridstan and Tula have a more prestigious reputation.

On the surface the guild is simply a source of knowledge, at a price, and remains neutral in the various politics of the City State. Behind the scenes, the sages use their knowledge to help maintain the stability of the City State through long term plans that often take decades to complete. Throughout the history of the City State, they have had a hand in every major event. Their goal is to avoid a fall of the City State and the possible loss of their vast library of stored knowledge.

Thieves' Guild

The Thieves' Guild **(Location 135 and Chapter 14)** is arguably the most powerful organization in the City State that refuses any oath of fealty to the Overlord. Their secret meetings, intimate knowledge of the tunnels and sewers beneath the City State, and thefts from important nobles and merchants makes the guild a thorn in the side of the Overlord. While he has taken steps to try to gain control of the tunnels and sewers beneath the City State, the Thieves' Guild still seems to act with relative impunity. Despite knowledge of their guild headquarters, the Overlord is unwilling to risk the chaos and loss of life involved in a direct assault. An organized guild, even one that is not loyal to him, is probably better for stability than different isolated groups of warring thieves.

Presently, the guild also has its own problems. They no longer follow the ancient gods worshipped by the original brotherhood of thieves and now some of the old master thieves have risen as Skeletal Thieves and are seeking to destroy the guild **(See Chapter 14)**.

Craftsman's Guild

Almost 50 years ago the Craftsmen revolted against the warrior dominated ruling faction of the City State under the leadership of Mung, a high priest of the gods of Pegana **(See location #309 or the chapter detailing the Temple of Pegana in Part II: Wraith Overlord)**. After three years of violence the Craftsmen won freedom from government regulations and taxation. This victory was due in part to a creature known only as the "Beast of Mung" whose size, violence, and power proved extremely potent in battle.

While craftsmen still have many rights and freedoms, there has been a gradual reduction in freedoms and an increase in "indirect" taxes and tariffs that have lead many to speculate another revolt could occur in as little as a few years. The Craftsman's Guild, although rather disorganized at times, is still a political power that must be dealt with by the nobles and merchants of the City State.

Temples

The City State has no set religion, and allows virtually all faiths to be practiced within its walls so long as they do not question or challenge the Overlord or his authority. Half of all emergency taxes are divided among the various temples and religions. This helps insure the obedience, if not the loyalty, of the various religions in the City State. Unlike many areas, there is complete religious freedom in the City State. Citizens and visitors may practice any faith and rituals they desire so long as they do not break other laws of the City State. The main temples of the City State are described in **Chapters 11–13 and 16.**

City Attributes

It is against the law for any merchant, innkeeper, vender, etc., to make change unless he has a moneychanger's license. Patrons asking for change are threatened with legal action.

Slavery is both legal and normal in the City State. It is not considered evil and, although very low in social status, slaves do possess a modicum of rights and protections. In some cases, slaves are more carefully protected and cared for than commoners. Every shop, tavern, inn, and similar establishment has 1d4 slave grooms to guard horses for patrons. Most (60%) have extra slaves (2d6) that perform other menial tasks. Any additional slaves or servants are mentioned in the descriptions of individual locations.

During daylight hours there are at least 3d6 pedestrians and 1d6 horsemen on any major street. No stranger will interfere with, or aid another, even if the law is broken. Citizens of the City State find survival is much easier if they simply look the other direction.

Gambling is legal in the City State and games of some type are played in almost every tavern, inn, or barracks one might visit.

Common and Altanian are the major languages spoken in the City State, all vendors, shopkeepers, and innkeepers of any race understand these two languages as do a majority of the citizens.

Various creatures and NPCs of extremely disparate alignments reside together in the City State. Trolls,

gnolls, kobolds, goblins, orcs, and even giants are seen occasionally on the streets. Fear of the law, and the bloody riots that can and sometimes do occur helps keep violence between various creatures and beliefs in check.

Politics

The ***City State of the Invincible Overlord*** is ruled by a hereditary monarch with minimal input from a Clanute (Senate) that the Overlord can summon when he chooses. The Clanute, and all of its acts and resolutions, exist at the discretion of the Overlord who can overrule them at any time. There is a one-third chance each year that a Clanute consisting of 30+1d6 Lords, 12+1d4 Patriarchs (chosen from a full range of churches and temples), 1d6 high ranking wizards, 1d4 druids, 1d4 master bards, 1 ranger lord (normally from the men of nearby Dearthwood), and 1 paladin lord, is summoned. Senators receive one vote for every 200 troops under their command, with a minimum of one vote. If actually called into being, there is a 1 in 12 chance the Overlord disbands them on any particular day.

The current Overlord himself is lawful evil, as have been most of his predecessory, and fully intends to maintain his iron-clad control over the City State and the surrounding areas. His laws are aimed at making mercantile trade easier and swifter to increase revenues and wealth within the City State. While there have been attempts to overthrow the Overlord in the past, all have failed and resulted only in increased power and support for his rule. Strict enforcement of laws (when the criminals are caught), and a complete lack of religious bigotry on the part of the Overlord and his laws, keeps the City State in order. There is a 16% chance per week that the Overlord institutes and "emergency" tax (2 gp/level for nobles; 1 gp/level for merchants and gentlemen, 1 sp/level for all others). Fully half of this tax is divided evenly among the various churches and temples in the City State with no thought as to the god(s) involved. This action provides support for the Overlord from the various religions, even though many of those religions are almost at war with each other.

History

The history of the City state is recorded in 52-year and 104-year cycles, with various lapses due to the destruction of records on a nation-wide scale at various times in history. The discovery of a broken obelisk detailing some history of the area caused several revisions to the existing Commoners' Calendar. Arguments and discussions between sages vary, but most agree that the City State was originally founded approximately 5,460 years after the Uttermost War, a war that left almost the entire world a ruin. The City State, or at least the various ruins of Cities that once stood here, is presumed to be approximately 3,000 years old.

The City State now follows a calendar with 18 months of 20 days each followed by a 5 day celebration at the end of each year. Some people still follow an old calendar known as the "Commoners' Calendar" which sometimes leads to confusion as to the timing of certain celebrations. These problems are resolved by the Town Crier.

The history and politics of the City State can, and should, be changed by the Judge to fit more closely with their own campaign world. More details about the organizations and alternate rules of the City State are presented in later chapters.

Surroundings

Though the City State can easily be set in any fantasy campaign, the follwing information is provided for those who wish to use the city in the Judges Guild Wilderlands setting, or who wish further information about certain elements of that setting which are marked on the City State map. The City State of the Invincible Overlord is set in the Wilderlands, a wild area fraught with danger. While the Overlord does control most of the areas around the City State, there are a few areas nearby where even his power is limited.

Barbarian Altanis

The lands to the south are know as "Barbarian Altanis" and are home to the nomadic tribesmen known as Altanians. These red skinned barbarians roam the lands of their more advanced ancestors sticking to their tribal ways. They speak their own language, Altanian, which is a common tongue in the general region. Most speak it in addition to Common. They refuse to recognize the Overlord, or any lord other than their own chief, but are considered of minor importance as they never organize into large enough groups to be able to attack the City State. Tribes are generally limited to 1d4 x 100 individuals. For every 100 in the tribe, 3 Shaman (Clr3) act as sub commanders. The chief of the tribe is usually the most powerful warrior (Brb Lvl 3+1d6) or the most skilled tracker (Rgr Lvl 4+1d4).

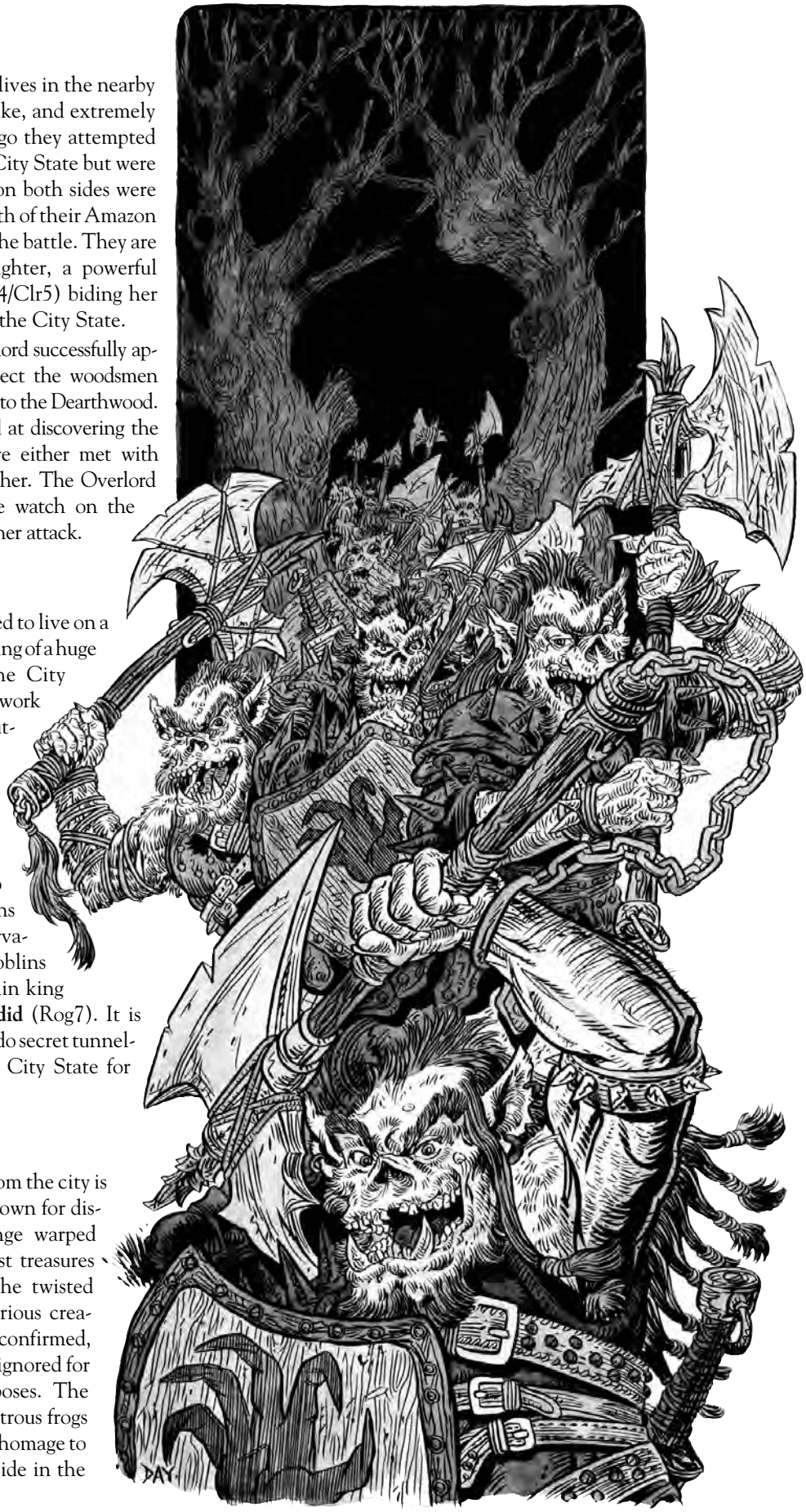
Many barbarians do leave their tribes to find work in the Mercenary Guild, but those that do are often considered traitors. Several Altanis settled down and became tributary lords answering to the Overlord. These 3 "Traitor Barons" abandoned old tribal ways and built strongholds from which to carry on an active slave trade.

Those that can successfully negotiate with an Altanian Tribe might be able to discover the locations of ancient cities and forgotten towers, locations normally passed up by the superstitious tribesmen. While there are occasional raids against traveling caravans, the repercussions against all Altanian tribes in the area are severe enough that few tribes wish to risk the hatred of their neighbors.

Wild Orcs of the Purple Claw

This massive tribe of orcs lives in the nearby Dearthwood. They are warlike, and extremely dangerous. Fourteen years ago they attempted to cut off all supplies to the City State but were finally beaten back. Losses on both sides were staggering, but it was the death of their Amazon queen/priestess that turned the battle. They are presently ruled by her daughter, a powerful queen (female Amazon, Ftr4/Clr5) biding her time for another attempt at the City State.

Since the attack, the Overlord successfully appealed to the druids to protect the woodsmen brave enough to live adjacent to the Dearthwood. Numerous expeditions aimed at discovering the orcs' hidden stronghold have either met with failure or disappeared altogether. The Overlord and the druids keep a close watch on the Dearthwood for signs of another attack.



Goblins

Goblins are generally forced to live on a separated reservation consisting of a huge tunnel complex outside the City State. Although permitted to work in the City, they must be outside the walls by sundown. These rules were instituted after a royal party was interrupted by a drunken goblin mob that tunneled into a ballroom. It is now illegal to sell wine or liquor to goblins within the town. The reservation itself consists of 40d10 goblins theoretically ruled by a goblin king named **Simsktak the Spendid** (Rog7). It is rumored that he is willing to do secret tunneling within the walls of the City State for exorbitant fees.

Mermist Swamp

Somewhat further away from the city is Mermist Swamp, an area known for disease carrying insects, strange warped creatures, and rumors of vast treasures and lost cities hidden in the twisted undergrowth. Rumors of various creatures living there remain unconfirmed, leaving the swamp virtually ignored for military and political purposes. The swamp is also home to monstrous frogs and a temple in the city pays homage to the Toad, a deity said to reside in the swamp.

Other Areas

Other areas of interest include Thunderhold, Castle of the Dwarven King and the Sunstone Caverns. See *www.judgesguild.com* for a free download detailing the dwarven fortress of Thunderhold.

City Quarters

Like all large cities, the City State is divided into sections, not so much by exact boundaries but by the minds of its citizens with respect to who lives, travels, or works in different areas. While these boundaries aren't always very precise, they are used as general guidelines by the citizens of the City State when various locations or areas are described.

The area east of Regal Street and south of Silver street, including Slash Street, Hazy Street, Dim Street, Dead-Broke Street, Cutpurse Row, Street of Shadows, Temple Street, and even parts of Guardsman's Road are considered to be the **Thieves' Quarter**.

West of the Thieves' Quarter is the **Commoners' Quarter** which stretches west of Regal Street to Wailing Street and includes Tempest Street, Caravan Street, the Street of Maelstroms, and the area around Slave Market Plaza.

The **Merchants' Quarter** is to the north of Silver Street and bordered to the west by Regal Street and the Temples. The Merchants' Quarter encompasses the Street of Crafts, Shady Street, Scud Street, Barter Street, Damp Street, Haggle Street, and Silk-Merchant Street.

The **Seafront Quarter** is broadly defined to include everything south of Sea Brigands Street as well as some of the alleys to the north of it. The western boundary includes Festival Street and Wailing Street while the eastern boundary is the estuary itself. Within these boundaries lie most of By-Water Road and Beggars Road as well as Hedonist Street, Murky Street, End Gate Road, Water Rat Road, and Fog Street.

The northwest corner of the city, including areas around Twilight Road, Triumph Avenue, Ox Cart Road, Prefect Street, and the area around the Square of the Gods is considered the **Nobles' Quarter**.

Depending upon which citizen one speaks to, the **Plazas** are often considered areas of their own due to the massive press of peoples from widely varying backgrounds that can be found within.

In the chapter detailing City Encounters these different areas of the City State are referred to as each can have its own set of random encounters.

CHAPTER TWO: NEW RULES

The City State uses a few alternate rules that the Judge may, or may not, want to incorporate into their game. These rules include dealing with such things as slavery, gambling, and social levels. Some of the rules provided here are vary basic and can certainly be expanded upon, altered, or eliminated by the Judge.

SOCIETAL FACTORS

SOCIAL LEVEL

Alignment in the City State is generally not as important as the concept of "Social Level" (abbreviated SL). Social level is simply a measure of an individual's importance in society. Those of low social level have little clout, and few friends with any power. Individuals of high social level know the most important people in there area of expertise, as well as those in others, and can call in favors and assistance in various situations. Shopkeepers have a social level varying from approximately 3 to as high as 7 (and sometimes higher) based on the number of people that shop there, the type of people that shop there, and their social levels. Adventurers and mercenaries are generally considered unimportant in the grand social and political organization of the City State and often rank quite low. The Judge has the option of allowing successful adventurers to gain prestige as they meet with success, or to lose prestige if they meet with several failures.

SOCIAL LEVELS

	Hierarchy					
SL	**Noble**	**Gentleman**	**Military**	**Guildsman**	**Merchant**	**General**
1	—	—	Gladiator	(beggar)	—	Slave
2	—	—	Page/Servant	Laborer	—	Serf
3	—	—	Militia	Apprentice	Huckster	Serf
4	—	Constable	Recruit/Mercenary	Journeman	Vendor	Freeman
5	Page	Well Born	Guard/Garrison	Master Craftsman	Trader	Citizen
6	High Born	Gentry	Man At Arms	Expert	Monger	Bureaucrat
7	Thane	Chevalier	Cavalryman	Guildmaster	Proprietor	Deputy Sheriff
8	Aristocrat	Pretender	Sergeant/Engineer	—	Agent	Sheriff
9	Knight	Magistrate	Squire/Aide	—	Magnate	—
10	Count	Chief Magistrate	Knight/Captain	—	—	—
11	Baron	Lord Mayor	Knight Bachelor	—	—	—
12	Viscount	Patriarch	Knight Banneret	—	—	—
13	Duke	—	General	—	—	—
14	Earl	—	Army Commander	—	—	—
15	Senator	—	—	—	—	—
16	Royal Minister	—	—	—	—	—
17	Prince	—	—	—	—	—
18	Queen	—	—	—	—	—
19	King/Overlord	—	—	—	—	—
20	God	—	—	—	—	—

The names and values associated here should be altered freely by the Judge. Some individuals might have higher or lower SL values than their title might indicate. A Duke that has lost face with the Overlord, or with other nobles, could potentially be several ranks below SL 13. The reverse is also true, acts of public heroism, or public recognition by the Overlord can increase social status.

Social Level is not based on any particular attribute score, nor does it reflect any specific skill. It is simply a relative measure of an individual's perceived importance to society. It plays no role in combat, but it does play a role in dealing with the courts, constables, and guardsmen. Individuals with a high social rank are generally perceived more favorably than those of low social rank.

Social rankings are also divided up into hierarchies. Members of the certain hierarchies are not necessarily considered equal to those of other hierarchies, despite their potential SL. Some hierarchies have a limit of progression, changing to another hierarchy generally requires a great expense of money, and a drop in SL of at least 1.

Slavery

As a lawful evil city built on the backs of those it has conquered, slavery is an everyday fact of life. In the context of the City State, owning and using slaves is considered neither good nor evil, simply a fact of life. While there are slave owners that do mistreat their slaves, the majority of slaves are considered valuable assets and are treated extremely well. In some cases, slaves are allowed to own property and even trade goods. The murder of a slave is still considered murder, unless it is performed by the owner. Owners can easily claim the slave was a runaway and was being punished. However, like all things in the City State, the social status of the murderer is often taken into consideration. Slaves have virtually no social status, any slave committing a crime suffers the full penalty under the law and the owner is also given partial responsibility for the crime.

Slaves are priced on their health, age, skills, gender, race, and a variety of other factors. The prices provided in the tables below reflect prices in **Slave Market Plaza** black market prices might be higher or lower depending on the circumstances. Trade of slaves on the black market within the area of the City State is considered treason and is punishable by death for all involved.

Slaves come from all walks of life and can possess a wide range of skills. At the same time, there are very few slaves with arcane or divine spellcasting abilities. Such abilities are rare, and those that possess them can often find a way to either break free or purchase their freedom within a short period of time.

Boons and Duties

Nobles, by virtue of their status, are granted boons and duties on a regular basis. PCs making it into the Noble hierarchy must roll once a month to determine whether they have been given either a boon, or a duty (50% chance). Consult the table below for the various boons and duties.

New Skills and Skill Uses

Gambling

Gambling is a popular pastime in most of the taverns, inns, and barracks of the City State, as well as the specially designed gaming halls. The Judge can choose any method of handling games of chance, in this small space we provide a simplistic new Skill designed for use in games of chance. The Judge should keep in mind that all gambling halls have table limits and house odds are generally set so that the gambling hall or tavern makes money, no matter who might come out a winner. Losers are generally other customers, some of whom might decide a winner was cheating and make plans for some revenge. Skill in gambling is not specific to any class and is considered a cross-class skill for all but experts.

Slave Valuations

The following table is designed to assist the judge in assigning market values for various slaves. Virtually any humanoid race can be captured and sold into slavery.

Base Value	(gp)
Adult Human	70 gp
Age Modifiers (apply to base value)	
Under 10	x 1/2
Under 20	x 3/4
Over 40	x 1/2
Over 60	x 1/4
Racial/Ability Modifiers	
Common Non-Human race	+10
Uncommon Non-Human race	+20
Remarkable Ability (over 14)	+5
Extraordinary Ability (over 16)	+10
Below-Average Ability (under 10)	–5
Restrictive Ability (under 6)	–10
Skill Modifiers (cumulative)*	
Per marketable skill with 4+ ranks	+10
Per marketable skill with 6+ ranks	+20
Per marketable skill with 10+ ranks	+50
Per other skill with 4+ ranks	+5
Per other skill with 6+ ranks	+10
Per other skill with 10+ ranks	+20
Per use of Skill Focus feat	+10
Per additional language spoken	+5
Other Modifiers (apply to adjusted value)	
Renowned (famed gladiator, artisan or entertainer)	x 2 or more
Disciplined (lash scars, brands, mutilation, etc.)	x 3/4 or less

*Marketable skills include Craft, Profession and Perform, as well as possibly skills such as Handle Animal, Heal and Survival at the DM's discretion. Other skills such as Climb and Listen have less impact on a slave's value.

Gambling (Int)

A skilled gambler understands the mathematics and statistics behind various games of chance and can use this knowledge to more effectively place bets. Individuals with at least 5 ranks in the Bluff skill or in the Sense Motive skill receive a +2 circumstance bonus to Gambling checks (these bonuses do not stack). The limit per hand or play is 5 sp x PC level and the limit of winnings at any particular table or game is generally 5 gp x PC level. Winning more than the limit generally makes one unwelcome, sometimes in a violent manner. PCs can lose the limit and continue playing, with the distinct chance of losing the limit again. The judge can decide to play each hand out, or use one roll of the dice to decide the outcome of an entire evening.

Gamblers can attempt to cheat, but this adds 10 to the DC value of all Gambling checks and requires making a DC of 20 to avoid being caught. Anyone caught cheating is usually taught a rather violent lesson. PCs with at least 5 ranks in the Sleight of Hand skill receives a +2 circumstance bonus to skill checks made while cheating, this bonus stacks with the +2 bonus provided by either Sense Motive or Bluff for a possible total of +4. The Judge should use their discretion when setting limits, adjudicating cheating, etc.

Task	DC	Notes
Lose Limit 5 or lower		Anyone with a skill check of 5 or lower loses the limit.
Lose 1/2 the limit	6	Half the betting limit was lost.
Break Even	10	The PC neither won nor lost any money.
Win 1/2 the limit	15	Win half the table or hand limit.
Win the limit	20	Win the limit and be asked to leave.

Boons and Duties

A PC nobleman given either a boon or duty must roll 2d6 and consult the list below.

2.	Billet Soldiers (10d10) at a cost of space and 1 gp/man per month
3.	Forced Loan to Overlord (1d10 x 1000 gp; repayment probably each month same as SL as a percentage
4.	Benevolence – Free will gift of 1d6 x 1000 gp to the Overlord
5.	Military Appointment – 2d6 weeks, campaign determined by the Judge
6.	Council of Conspirators Appointment – ferret out a traitor or insurrection plot in 1 month or lose 1d6 SL
7.	Underlord Appointment – Emmisary to outlands to collect tax and tribute
8.	Previous Duties (2–7) lifted – all duties
9.	Previous Boon (10–12) revoked – one boon
10.	Grant of Monopoly – 50% return on investment per month until revoked)
11.	Justice – Judge any rival on "treason" (adjudicated by the Judge)
12.	Bookland Grant – Building in the City or 1d6 acres just outside

The above can be adjusted in any manner the Judge sees fit.

Interrogation and Torture

As a lawful evil society, various powerful elements within the City State regularly interrogate or even torture prisoners. Skilled interrogation often results in the victim revealing some information, sometimes without realizing it. At the same time, simple interrogation can only do so much. Skilled liars, knowledgeable cheats, and those with something very important to hide can often evade probing questions. This is where torture comes in. Skilled torture can force the secrets out of almost any individual, or drive them irrevocably insane. The tables below use Wisdom

checks to avoid revealing information while being interrogated and Constitution checks to resist the effects of torture.

Unskilled beatings are generally ineffective in forcing a victim to reveal information. Only skilled mental or physical torture can break an individual.

Interrogation

The victim of an interrogation is usually placed in an uncomfortable seat, and is somehow in an inferior position to their questioner. The victim must roll a d20, add their Wisdom bonus (if any) making DC 5 or higher to avoid revealing information. This DC is modified in the following ways;

Reason	DC Modifier
Skilled interrogator	+4
Denied food and water*	+2
Shown incriminating evidence	+2
Knows allegations are false	–2
Full day of rest	–1

*A full day of rest with food and water negates the DC modifier for being denied food and water. The Judge should alter any of these DC modifiers as they see fit. Otherwise all of the values above are additive.

Torture

Skilled torture wears away at a person's desire to live, and their ability to resist pain. Eventually, the victim almost always gives up any information they have, as well as going so far as to admit to crimes they did not commit. The victim is allowed a Constitution check vs DC 5 with the modifiers described below. It should be noted that every 4 hours of torture inflicts a temporary loss of 1 point of Constitution and 1 point of Wisdom. If Constitution reaches 0, the victim is revived, allowed to rest, and the process is started again. If Wisdom reaches 0, the victim becomes a babbling wreck willing to admit to virtually anything.

The values below are additive. Every 4 hours of torture adds 1 to the DC value of the Constitution check while reducing the victim's Constitution by 1, a combination that usually results in a "broken" prisoner within a few days.

Victims tortured for more than 8 hours in a day are likely to die under the strain (Constitution check [DC 15] or die). Every 2 hours beyond 8 in a single day forces another Constitution check with a –2 circumstance modifier to avoid death.

Reason	DC Modifier
Novice torturer	+1
Skilled torturer	+2
Expert torturer	+5
Every 4 hours of torture	+1
Shown incriminating evidence	+2
Knows allegations are false	–2

New Classes

The following new classes can be found in the City State.

Agent of the Black Lotus (Prestige Class)

Usually discussed only in whispers, agents of the Black Lotus are feared throughout the City State. These secret police are not feared for their physical attacks, though they are known to make people "disappear" but rather for the fact that they seem to know everything while almost nobody knows who they are. Many members of the Black Lotus, though not all, receive special training as silent agents who can sneak into a party, or simply walk in disguised, to gather information and listen for whispers of conspiracy.

An agent of the Black Lotus is a member of the Black Lotus, an organization with strict membership requirements, including that of complete loyalty to the Overlord, and be accepted by other Agents of the Black Lotus as well as receiving the approval of the Overlord himself. The approval process rarely involves a direct encounter with the Overlord, as he accepts the advice of ranking members of his secret police.

While many of these agents have histories as assassins or rogues, anyone with the proper skills can be accepted into the ranks of Agents of the Black Lotus. Once one becomes an agent, they remain an Agent of the Black Lotus until they die. It is understood that any attempt to leave or betray the organization results in a quick death, if one is lucky. This does not mean that other skills can not be practiced or learned; simply that one's loyalty must always lie with the Black Lotus and the Overlord.

Hit Die: d6

Requirements

In addition to being a member of the Black Lotus, acceptance by other agents and the Overlord, the candidate must fulfill the following criteria.

Skills: Disguise 4 ranks, Gather Information 4 ranks, Hide 8 ranks, Move Silently 8 ranks, Sense Motive 4 ranks.

Class Skills

An agent of the Black Lotus has the following class skills (and the key ability for each skill) are Balance (Dex), Bluff (Cha), Climb (Str), Craft (Int), Decipher Script (Int), Diplomacy (Cha), Disable Device (Int), Disguise (Cha), Escape Artist (Dex), Forgery (Int), Gather Information (Cha), Hide (Dex), Intimidate (Cha), Jump (Str), Listen (Wis), Move Silently (Dex), Open Lock (Dex), Search (Int), Sense Motive (Wis), Sleight of Hand (Dex), Spot (Wis), Tumble (Dex), and Use Rope (Dex).

Agent of the Black Lotus

Level	BAB	Fort	Ref	Will	Special
1	+0	+0	+2	+2	Quiet movement, master of disguise
2	+1	+0	+3	+3	Sneak attack +1d6, sense action
3	+2	+1	+3	+3	Information gathering, poison use
4	+3	+1	+4	+4	Sneak attack +2d6, shadow step
5	+3	+1	+4	+4	Greater disguise

Skill Points at Each Level: 8 + Int modifier

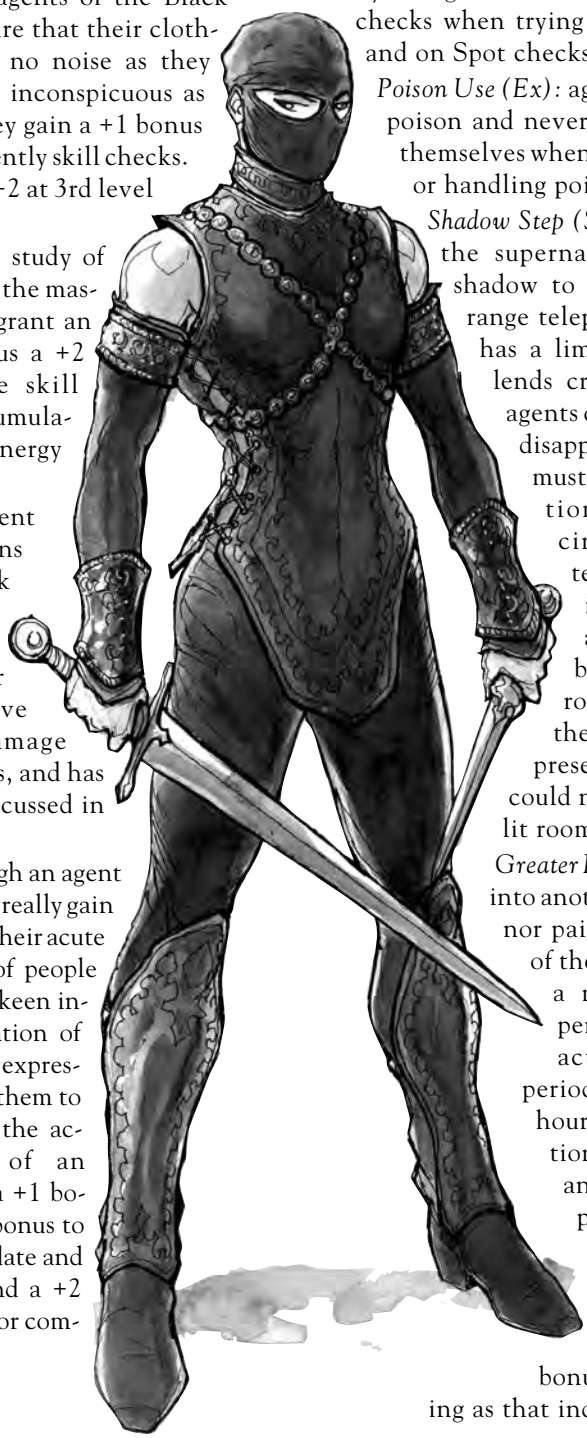
Class Features: an agent of the Black Lotus has the following special class abilities:

Quiet Movement (Ex): agents of the Black Lotus are trained to insure that their clothing and weapons make no noise as they move, and to remain as inconspicuous as possible. At 1st level they gain a +1 bonus to all Hide and Move Silently skill checks. This bonus increases to +2 at 3rd level and +3 at 5th level.

Master of Disguise (Ex): study of secrets possessed only by the masters of the Black Lotus grant an agent of the Black Lotus a +2 bonus on all Disguise skill checks. This bonus is cumulative with any other synergy bonuses.

Sneak Attack (Ex): an agent of the Black Lotus gains the ability make a sneak attack that is exactly the same as that of a rogue. Damage dice for their sneak attack is additive with sneak attack damage gained from other classes, and has the same restrictions discussed in the *PHB*.

Sense Action (Ex): although an agent of the Black Lotus doesn't really gain the ability to read minds, their acute study of a wide variety of people and creatures gives them keen insight into the interpretation of body language and facial expressions. This ability allows them to sense, and even predict the actions and thoughts of an individual, giving them a +1 bonus to attack rolls, a +2 bonus to Bluff, Diplomacy, Intimidate and Sense Motive checks, and a +2 bonus on Initiative rolls for combat.



Information Gathering (Ex): agents become experts at gathering information. Not only do they receive a +2 bonus on all Gather Information checks, but they also gain a +2 circumstance bonus on Listen checks when trying to overhear a conversation and on Spot checks when trying to read lips.

Poison Use (Ex): agents are trained in the use of poison and never risk accidentally poisoning themselves when applying poison to a weapon or handling poisons for other reasons.

Shadow Step (Su): at 4th level agents gain the supernatural ability to step from shadow to shadow as a form of short range teleportation. While this ability has a limited range (max 60 ft.), it lends credence to the rumors that agents of the Black Lotus can simply disappear into shadows. The agent must be able to see their destination and any magic or circumstance that prevents teleportation negates this ability. Shadow step can be used as many as 5 times per day, but no more than once per round. It is further limited by the fact that shadows must be present. For example, an agent could not shadow step in a brightly lit room with no shadows.

Greater Disguise (Ex): transformation into another individual is neither easy nor painless, but the master agents of the Black Lotus have perfected a means to assume another person's facial and vocal characteristics for an extended period of time. It takes several hours to perfect the transformation, which can last up to 4 days, and any specific agent can only perform this once per week. This ability grants a +10 bonus to Disguise checks when assuming the identity of another individual and a +5 bonus to Bluff checks while acting as that individual.

Beggar (NPC Class)

The diseased wretch begging for a few coins or a crust of bread, the rambling visionary in tattered rags, the blind seer with a small cup for donations, the twisted hunchback grabbing at a sleeve cursing passersby for their cruelty, beggars are a common sight in any large city. Because of their lowly status, they are ignored and paid as much attention as a pile of refuse. As a result of this anonymity, beggars often hear overhear private information that would not otherwise be revealed publicly. Their poverty, low station and miserable condition also often gives them visions. Thus, beggars are a rich source of local information and predictions.

The beggar (abbreviated "Beg") is an NPC class similar in many ways to the commoner NPC class. In fact, except for the differences detailed below, a beggar is treated as a commoner. Some beggars take levels in other classes, such as fighter, rogue, cleric, sorcerer, witch or adept. Often, a beggar's true nature is belied by his or her external appearance—some may be the miserable wretches they appear to be while others are master guildsmen or devout priests.

In the City State, at least one level of beggar is required to gain admittance into the Beggar's Guild. A person who selects his or her first beggar level immediately has his or her Social Level reduced to 1, though he or she is now considered part of the Guildsman Hierarchy.

Hit die: d4.

Attacks and Saves: As per the commoner chart in the *DMG*.

Class Skills: A beggar's class skills (and the key abilities for each) are Gather Information (Cha), Knowledge [Local] (Int), Listen (Wis) and Profession [beggar] (Wis).

Skill Points at 1st Level: (2 + Int modifier) x 4.

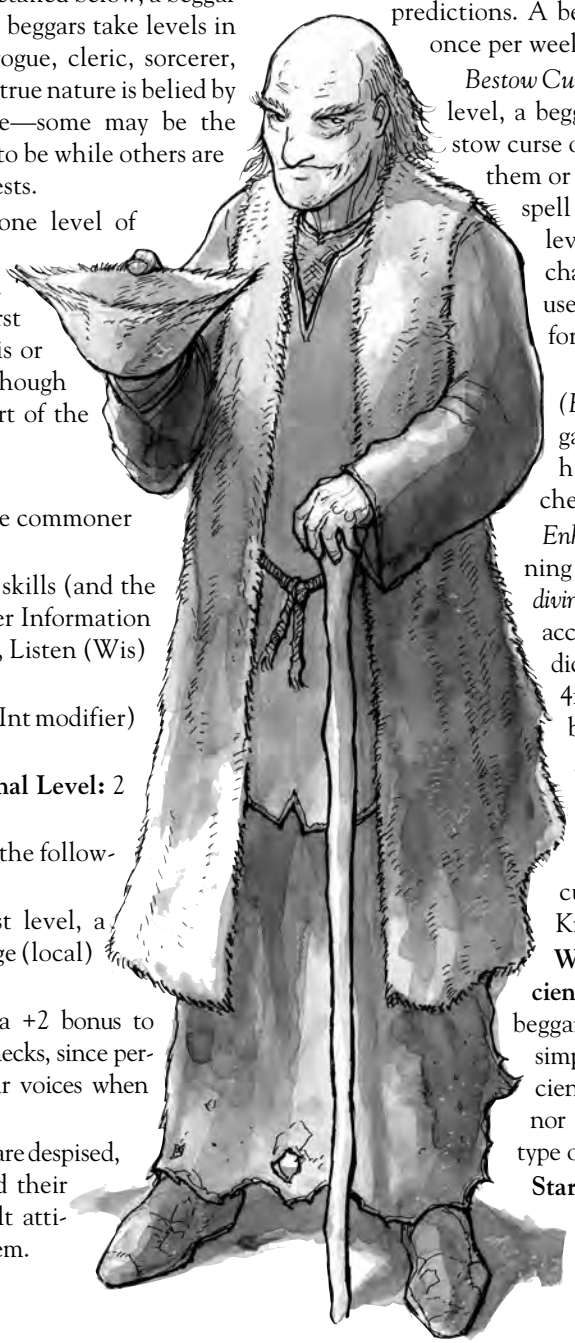
Skill Points at Each Additional Level: 2 + Int modifier.

Class Features: A beggar has the following special class abilities:

Local Knowledge (Ex): At 1st level, a beggar gains a +2 to all Knowledge (local) checks.

Eavesdrop (Ex): Beggars gain a +2 bonus to Listen and Gather Information checks, since persons tend to forget to lower their voices when speaking around a beggar.

Despised (Ex): Because beggars are despised, which is both their blessing and their curse, most NPCs have a default attitude of "Unfriendly" towards them.



Deformity (Ex): Nearly all beggars have some deformity or unique quality. All beggars must roll on the accompanying table.

Foresight (Ex): Beginning at 3rd level, a beggar may make a prediction about any person donating sufficient money. The prediction acts as a *divination* spell. The base chance for a correct *divination* is different for a beggar than for a priest and thus is different from that listed in the spell description in the *Player's Handbook*. The chance a beggar's *divination* is correct is equal to 2x the total of the beggar's beggar level plus his Intelligence bonus, if any. Correct or not, a beggar always gives a prediction to a person donating sufficient money (see accompanying table). A beggar's *divination* power is not a spell and takes only a round to pronounce, though beggars normally make a show out of their predictions. A beggar may use this power once per week per beggar level.

Bestow Curse (Su): Beginning at 4th level, a beggar has the ability to bestow curse on any person who cheats them or mistreats them as per the spell *bestow curse* at a caster level equal to the beggar's character level. A beggar may use this ability once per week for every beggar level.

Increased Local Knowledge (Ex): At 6th level, a beggar gains an additional +2 to his Knowledge (local) skill checks.

Enhanced Vision (Ex): Beginning at 7th level, a beggar's *divination* power becomes more accurate. The chance a prediction is correct is equal to 4x the total of the beggar's beggar level plus his Intelligence bonus, if any.

Local Knowledge Mastery (Ex): At 10th level, a beggar gains another +2 cumulative bonus to all Knowledge (local) checks.

Weapon and Armor Proficiency: Like a commoner, a beggar is proficient with one simple weapon. He is not proficient with any other weapon, nor is he proficient with any type of armor or shield.

Starting Gear: Tattered rags, stained bandages, a small cup or bowl and 1d4 cp.

Donations, Knowledge and Predictions

Beggars are a rich source of local information and predictions. Players may donate money to a beggar and ask for information or a prediction. After they hand over their coin, the Judge rolls the beggar's minimum price secretly. If the price was met, make a Knowledge (local) check to determine if the information given is correct or, if a prediction was requested, roll to determine the chance of the prediction being correct as detailed above. Regardless, the beggar always answers the question asked (though with false information if the donation was insufficient) or provides a prediction of some sort. Only information about the city and only predictions about the giver of the donation are answered. It is important that players have only sketchy knowledge about prices and chances.

Level	Minimum Donation	Knowledge (Local)*	*Divination* Accuracy**
1	1d6 cp	+7	—
2	2d6 cp	+8	—
3	1d6 sp	+9	8%
4	2d6 sp	+10	10%
5	1d6 gp	+11	12%
6	2d6 gp	+14	14%
7	3d10 gp	+15	36%
8	3d20 gp	+17	40%
9	4d20 gp	+18	44%
10	5d20 gp	+21	48%

Add 1d20 gp for each additional beggar level.

*Presuming the beggar selects Skill Focus [Knowledge (local)] at 1st level, maximizes his ranks in Knowledge (local) every level, has a beginning Intelligence of 12 and increases his Intelligence by 1 point every 4 levels, thus gaining an additional +1 bonus at 8th level.

**Presumes the beggar has an Intelligence of 12 and increases his Intelligence by 1 point every 4 levels, thus gaining an additional +1 bonus at 8th level.

Beggar Deformity Table

First, roll 1d6 to determine the table to consult. Then roll 1d6 for the relevant feature.

1d6	1. Handicap	2. Scar	3. Religious	4. Ailment	5. Special	6. Roll twice
1	L. leg lame	eye missing	chants	leprosy	grossly fat	
2	R. leg lame	ear missing	babbles nonsense	retardation	deathly thin	
3	L. arm lame	fingers/toes missing	condemns	filth fever	exceptionally tall	
4	R. arm lame	nose disfigured	end of world	serious illness	midget	
5	hunchback	body scars	coming of god	the shakes	stutters	
6	blind	burns	blesses randomly	cursed	magic item	

Magic item: The Judge should roll one random magic item for this single positive result.. The beggar possesses that item.

CHAPTER THREE: CRIME AND PUNISHMENT

At some point or another the PCs will most likely run afoul of the law. Either by arrest on suspicion of crime by constables, false accusation by a rival or some other means.

The complexity of the court system makes any trial of a potential criminal quite an ordeal, for the criminal. First, the victim is considered guilty until proven innocent. Second, there are on official barristers. The Litigation Tricksters Guild (Location 254) provides assistance, for a fee, but the practice of "litigation" is considered illegal. Long prison sentences for those of low social standing are essentially a death sentence. Treason, murder, and physical attacks against a nobleman (if the attacker is more than 6 SL below the victim) result in capital punishment. Other crimes can result in varying jail sentences determined by the Judge. Because a defendant is guilty until proven innocent, unless a defendant can achieve dismissal of the case, the only decision to be made by a judge is what punishment to impose on a defendant. His or her guilt is usually not in question.

On the surface, the punishment for various crimes in the City State appears random, but those with a more in-depth knowledge of the legal system recognize that a number of factors can alter these seemingly random judgments. While the Judge is welcome to use their own legal system, the legal system presented here, while complicated, does its best to replicate the judgments that might occur in a lawful evil city where the rule of law is altered on the basis of social status, wealth, and power.

Nobles and gentlemen of sufficient social status can request the "Right to Trial by Combat." Unfair duels are prevented by the Magistrate's appointment of an appropriate opponent for the defendant. Use of magic or armor is prohibited; only swords and shields may be used. Judicial duels are held in the Square of the Gods. Other duels are considered legal so long as both sides have witnesses to verify the willingness of the opponents.

The Courts

While all cases come to the Low Court, no individual with a Social Level (SL) of 6 or higher can be tried here. Individuals of higher social standing are tried in the Royal Court with the exception of the Canon Court, which tries clerics of all religions, and the Merchant Court, which tries members of the Merchant's Guild. The Canon Court never imposes punishments #1–6 (See Verdicts Table) and clerics are never sold into slavery, impressed, or apprenticed (treat such results as Humiliated). The Merchant Court never imposes penalties #1–4.

Criminal Classification

Criminals have various classifications, starting with "charged" which simply means that the individual is sitting in jail for 3d6 days awaiting trial. Anyone that escapes while being jailed before trial is tried *in abstentia* (suffering a large penalty, see the Miscellaneous Modifiers table) and once recaptured they are punishment for their original crime and also are required to stand trial for escaping (and treated as a convict to boot). These classifications continue with "convict," which includes anyone previously convicted of a crime.

The more important classifications are those that result in a price being put on one's head, and are considered a crime for which one must stand trial. An "Escapee" has fled from confinement (prior to trial or a sentence of imprisonment) a single time, resulting in a 1d6 cp price on their head, while a "Fugitive" has either escaped twice resulting in a 1d6 sp price on their head or has escaped from a sentence of death (results 1–3 on the Verdict table). "Bandits" (3 escapes, 1d6 gp reward) and "Outlaws" (4 or more escapes, 1d6x10 gp reward, plus and additional 1d6x10 gp for each escape over 4) are often actively sought by bounty hunters and are more easily recognized by Constables on patrol. Re-captured criminals are more heavily guarded to reduce their chance of an additional escape (see below).

How to Determine Sentence

The basic verdict and the punishment inflicted for it are determined with a simple 1d20 roll as shown in the Verdict Table.

This simple roll is modified by a number of additional factors that add or subtract from the 1d20 result.

Modifiers to the Verdict Roll

The Verdict table lists verdicts and punishments as a simple roll on a d20. Before this roll is made, the Judge should determine which court the trial is held in (see above) and then consult the various sub-tables for modifiers for this roll.

Here is a checklist of possible modifiers:

1. Social Level. Subtract the Social Level (SL) of the victim from that of the defendant (this can be a negative number). This number is a modifier to the 1d20 verdict roll.

2. Crime. Then the crime must be taken into account. The more offensive (to the court) the crime, the more severe the punishment and the harder to obtain dismissal. See the Crimes subtable.

Crimes

Penalty	Crime
–0	Desertion, Expectorate on Gentleman, Trip Soldier, Foul Street or Road
–1	Probation Violation, Battery, Offensive Poetry or Performance, Ogling, Bribery, Public Drunkenness
–2	Escapee, Property Damage, Vagrancy, Trespass, Disorderly Conduct
–3	Fugitive, Theft of Property or Slave, Arson, Pauper, Manslaughter, Rape, Trespass on Noble's property, Unauthorized dueling or fighting
–4	Banditry, Assault, Kidnapping, Robbery, Burglary, Blackmail, Extortion, Speeding, Trespass on Royal Property
–5	Outlaw, Assault on Noble, Murder, Tax Evasion, Expectorate on Noble, Raid Harem of another, Climb City Wall
–8	Treason, Murder of Nobleman, Raid Royal Harem

3. Plea (Optional). A sufficiently diplomatic defendant might be able to improve their chances on their own, although they do run the risk of inadvertently insulting the court and making things more difficult for themselves. If a defendant chooses to, they may make a single Diplomacy skill check to alter the outcome of their trial. Individuals with 5 ranks in Knowledge (local-City State) receive a +2 circumstance bonus to this particular skill check.

Diplomacy and Verdicts

Check	Modifier	Result
5 or lower	–2	Insult the Magistrate, also suffer a –2 to roll on Magistrate's Disposition table
6–9	–1	Insult the Court Clerk, must triple donations on Donations Table
10–14	0	Magistrate unmoved by plea
15–19	+1	Court Clerk charmed by plea, influences Magistrate
20–24	+2	Impress the Magistrate
25+	+3	Eloquent plea

4. Magistrate's Disposition. Not known for their emotionless judgments, Magistrate's can change the outcome of a trial simply by their mood. The Judge should have the player roll 1d8 to determine the mood of the Magistrate.

Magistrate's Disposition

1d8	Modifier	Mood
1.	–4	Angry
2.	–3	Busy
3.	–2	Irritated
4.	–1	Hungover
5.	0	Bored
6.	+1	Interested
7.	+2	Sympathetic
8.	+3	Amiable

5. Litigation Trickster (Optional). Though litigation is technically illegal—meaning that there is no official practice of law—persons of the Merchant Hierarchy or higher (ie: anyone not in the General Hierarchy) or persons of SL 6 or above are allowed by custom to have a "personal representative" speak to the court on their behalf. These persons are known derisively as "Litigation Tricksters" and have their own guild. A defendant is not required to have a litigation trickster present on his behalf. If a defendant does retain a litigation trickster, consult the accompanying Litigation Trickster table to determine what modifier he provides. The skill and abilities of a Litigation Trickster often vary based on their mood and feelings toward their client. This can be approximated by having the player roll 1d8 to determine the mood of the Litigation Trickster, if one was hired. Litigation Tricksters are notoriously fickle and untrustworthy, particularly once they have your money in their pocket.

Litigation Tricksters

1d8	Penalty/Bonus	Mood
1	–1	Didn't Show Up
2	—	Wants more money, re-roll if paid
3	+1	Court Jester
4	+2	Concerned
5	+3	Lucid
6	+4	Eloquent
7	+5	Inspired
8	+6	Tear-Filled Speech

6. Donations (Optional). A defendant my influence the court by paying a "donation" to the Court Clerk, who then uses his or her influence on the Magistrate. A defendant is not required to make a donation, but it has become so customary that failure to do so results in a negative modifier. See the Donations table. The Charisma of an individual, as well as the amount they donate, gives a bonus to their die roll on the Verdict Table.

Donations to the Court Clerk

Donations listed are considered to be silver for the Low Court, gp for the Merchant and Canon Courts, and multiplied by 1d6 and in gp for the Royal court. Each 1000 gp donated above the maximum amount provides an additional +1, but "Beneficial" judgments are split with the court.

	Donation		
PC's Charisma	10–99	100–999	1,000–2,000
9 or lower +1	+2	+3	—
10–15	+2	+3	+4
16+	+3	+4	+5
No donation	–2	—	—

7. The Weather. Weather can alter the general mood of everyone in the court, sometimes to the benefit of the defendant, but just as easily to their detriment. 1d8 should be rolled to determine the weather, with a result of "Holiday" or "Stinking" resulting in 1d6 roll on the same table with the two results added.

Weather

1d8	Penalty/Bonus	Weather
1	–3	Rainy
2	–2	Drizzling
3	–1	Foggy
4	+1	Cloudy
5	+2	Clear
6	+3	Sunny
7	+1	Holiday*
8	–1	Stinking*

*See text above.

8. Witnesses (Optional). A defendant can call witnesses—either character witnesses to say what a wonderful person the defendant is or percipient witnesses to say the defendant did not commit the crime—in an attempt to aid his case.

The defendant cannot call an unlimited number of witnesses as Magistrates quickly tire of defense evidence. In fact, the Magistrate may not let a defendant call any witnesses. The defendant, or his Litigation Trickster, must succeed at a Diplomacy check (DC 12) to convince to Magistrate to hear from a defense witness. The check roll itself is modified by the Magistrate's Disposition, as determined above, as well as a cumulative –1 for each witness beyond the first. A failed check means the proposed witness and any additional defense witnesses are not allowed. It is wise to attempt to call your best witness first as the chance of that witness testifying is the greatest.

Each testifying defense witnesses must attempt a Diplomacy check (DC 12). If successful, the defendant may add that witness' Charisma bonus to his Verdict roll or may add 1/2 the witness' SL to the roll, whichever is higher.

9. Miscellaneous Modifiers. Check the accompanying table to see if any of the miscellaneous modifiers apply.

Miscellaneous Modifiers

Modifier	Situation
–2	Involved illegal use of magic
–2	Defendant resisted arrest
–2	Defendant killed a guard or constable while resisting arrest (in addition to resisting arrest, above)
+2	The defendant repaid the victim for any harm
+2	If assault, battery or unauthorized duel or fighting, it was a fair fight
+2	Tried in the Royal Court
–2	Skilled Prosecutor
–2	Actually Guilty
+2	Actually Innocent
–5	Confession
–5	Tried *in abstentia*
–2	Per prior conviction (cumulative)

Verdicts and Punishments

Combine all of these variables before adding (or subtracting) this number to 1d20 result for a final, adjusted number. Results below 1 should be considered 1, while results above 20 should be considered a 20. Results of 1–6 are often modified to "Jailed" for paupers, or "Impressed" for vagrants.

This table also provides the approximate number of HD of the creatures or people guarding the prisoner until the punishment is carried out, the chance to bribe the guards, and the chance of escape. PCs can only attempt to escape once a month. The HD number presented is multiplied by the prisoner's level or HD. The chance of bribing the guards to allow a prisoner to escape is a percentage chance per 100 gp. Every additional 100 gp increases this percentage by one increment. The chance of escape is also a percentage but it is based on character level. Multiply the total character level by the percentage given to obtain the final percentage chance of escape. Various penalties and verdicts are detailed in the text.

Imposition of Sentence

The verdicts, "drawn and quartered, impaled, beheaded, and hanged" are all self-explanatory. These verdicts are carried out at either dawn or noon the following day (determined randomly by the magistrate). Depending on the severity of some crimes, beheadings are sometimes carried out immediately. Other judgments against the defendant are carried out within 1d4 days. Again, sub-tables describing the various punishments are provided below.

Bribery and Reprisals: Various tables detailing punishments also include lines marked "Bribe" and "Reprisal." Bribing the guards a set amount of gp can lessen the punishment 1 level (add 1 to the original roll), but each bribe stands a chance of reprisal. Reprisal is the chance of a higher official discovering a bribe has been offered. This number is listed as a percentage. A person may attempt 1 bribe for every SL they

Verdicts and Punishments Table

An adjusted d20 roll is used to determine the final outcome of a trial.

1d20 result	Punishment	HD Guarding	Bribery	Escape
1	Drawn and Quartered	11	1	1
2	Impaled or Beheaded	10	1	2
3	Hanged	9	2	3
4	Tortured	7	2	4
5	Flayed	5	3	5
6	Imprisoned*	3	4	6
7	Whipped	2	3	7
8	Gauntlet	2	3	8
9	Enslaved	2	2	9
10	Impressed*	1	1	10
11	Jailed*	2	4	11
12	Humiliated	1	2	12
13	Stocks	1	1	13
14	Apprenticed*	—	—	14
15	Fined	2	1	15
16	Probation*	—	—	16
17	Court Costs	3	—	5
18	Case Dismissed	—	—	—
19	Favorable Judgment	—	—	—
20	Beneficial Judgment	—	—	—

*Consult the Length of Sentence table for duration.

possess. A wealthy individual, therefore, can attempt to bribe their way to the lightest punishment, though risking a chance of reprisal at each step. Bribes are listed in gp with Reprisal listed as a % chance. If there is a reprisal roll 1d6 and consult the table below. Reprisal penalties can be reduced (add 1 to the die roll) with a successful Diplomacy skill check (DC 15).

Reprisal Table

1d6	Reprisal
1	Increase original level of punishment by 1 (subtract 1 from original) and charged with bribery.
2	Use original level of punishment and bribe is lost.
3	Use original level of punishment and bribe is returned.
4	Wants more coins (10x original) or move to #1.
5	Wants more coins (5x original) or move to #2.
6	Wants more coins (2x original) and be set free, or move to #3.

Torture: The level of pain inflicted on a prisoner varies with the devices used, the torturer of the day, and the mood of the torturer. When used as punishment, torture is only inflicted for a limited period of time but can still permanently damage one's body while inflicting physical pain. Roll 1d8 and consult the following table for victims of torture. Damage is in hp unless otherwise noted. Ability score penalties require magical restoration for recovery.

Flayed: Prisoners are strapped to a lamppost during the day and slowly flayed at a total of 1d4 hp of damage per day and taken down at night. Roll 1d6 to determine the duration of the punishment on the following table. Convicts are not allowed to receive aid, though the guards can be bribed to allow healing at the same rate as indicated below. A defendant may die from this punishment.

Flaying Table

1d6	# of days	Bribe	Reprisal
1	21	180	9
2	19	160	7
3	13	140	4
4	9	100	3
5	3	45	1
6	1	30	–

Torture Table

1d8	Type	Damage	Bribe	Reprisal%
1.	Stoning	1d100	100	14
2.	Extreme	6d6 plus 1d3 permanent Str damage	400	60
3.	Severe	5d6 plus 1d3 permanent Dex damage	280	40
4.	Moderate	4d6, plus 1d6 temporary Con damage	200	28
5.	Mild	3d6, plus 1d6 temporary Cha damage	140	20
6.	Tickling	Int 1 for 3d6 days	70	10
7.	Hot foot	1d6 plus 2d8 temporary Dex damage	50	7
8.	Quick	1d10	—	—

Imprisonment: Those sentenced to imprisonment are thrown in the dungeons beneath the City Jail. Roll on the Length of Sentence table to determine the length of imprisonment.

Length of Sentence

1d10	Sentence
1	4 years
2	3 years
3	2 years
4	1 year
5	6 months
6	90 days
7	60 days
8	30 days
9	10 days
10	1 day

Whipped: Those sentenced to being whipped are tied to a post and given the appropriate number of lashes. The individual executing the sentence can choose from a variety of devices, some doing less damage than others. This decision usually has little to do with the crime. Damage listed is real damage, each person suffers 5x more subdual damage, leaving many victims unconscious. If a victim is whipped into unconsciousness, the sentence is considered complete. Determine the severity of the whipping using the Whipping table. If a person is whipped to death, it is considered a tragic but acceptable accident and the person inflicting the whipping is given a stern talking to.

Whipping Table

1d8	Whip	Damage	Bribe	Reprisal
1	Flail	6d6	200	16
2	Barbed Whip	5d6	180	10
3	Cat'o'Nine Tails	4d6	160	6
4	Wire	3d6	100	8
5	Whip	2d6	60	6
6	Belt	1d6	40	4
7	Rope	1d3	10	2
8	Silk Cord	1	—	—

Gauntlet: The convicted is forced to run through a group of individuals while the are hit with various clubs. Each striker that hits inflicts 1 hp of damage. The victim may attempt to dodge blows, but strikers can attempt to hit their legs and cause them to stumble (provided as a % chance). While getting up the victim is certain to suffer further attacks. Victims are sometimes supplied with armor to help protect them. Roll a d8 to determine what armor, if any, the victim is wearing, as well as any movement penalties, the length of the course, and the number of strikers.

Enslaved: Unless they can somehow purchase their freedom, those that are sold into slavery remain slaves for life. The Slavery table helps determine what type of slavery the prisoner is sold into.

Slavery Table

1d8	Owner/Work
1	Beggar or Streetscooper
2	Quarry or Mines
3	Merchant or Farmer
4	Prostitute or Knight
5	Overlord's Zoo or Stable
6	Gladiator
7	To Plaintiff
8	Other- Social Level 7–3

Impressed: The length of impressments is either permanent or the usual tour of duty, ie. one voyage for a ship crew. The convict's final detail can be determined using the Impressments table.

Impressments Table

1d10	Duty
1	Street Scoopers
2	Marines
3	Militia
4	Cavalry
5	Garrison
6	Constable
7	Ship Crew
8	Road Repair
9	Warehouse
10	Wall Repair

Humiliation: Perhaps the most degrading punishment is simply humiliation before fellow citizens of the City State. The chance to bribe one's way to an easier punishment is their Cha score as a %. It costs 10 gp per level of punishment but punishment can only be reduced by a maximum of 3 levels. A failure of the bribery check forces a roll on the Reprisal chart. Use the Humiliation table to determine the final punishment.

Gauntlet Table

1d8	Armor	Move	Length	Strikers	% Stumble	Bribe	Reprisal
1	Lead Chains	—	15 ft.	2d6x10	24	200	80
2	Legs Tied	—	10 ft.	1d10x10	18	120	60
3	Lead Boots	—	5 ft.	1d8x10	12	80	40
4	None	—	80	1d8x10	4	40	28
5	None	—	60	1d6x10	4	15	18
6	Leather	—	60	1d6x10	6	10	10
7	Chain	—	60	1d6x10	8	5	6
8	Plate	—	60 ft.	1d6x10	10	—	—

Humiliation Table

1d8	Punishment
1	Branded as Coward – Lose 2 SL, –2 Cha (permanent unless Restored)
2	Loss of Station – Lose 3 SL for 3 months
3	Yellow Striped – Lose 2 SL for 2 months
4	Public Dunking – Lose 1 SL for 1 month
5	Jackass Drag – 1d6 damage every 10 rounds, loss of 1 SL for 2 months
6	Expectorate Gauntlet – loss of 3 SL for 2 months on street of magistrate's choice
7	Regal Street Crawl – Lose 1 SL on Regal St. for 1 month
8	Carry 50 lb candle down every street.

Stocks: The stocks are located in Slave Market Plaza. Convicts are placed in the stocks for 2d6 days. Each day there is a chance of 1d6 points of damage (1 on a d8) and a loss of 1 SL for 2 weeks (1 on a d10).

Apprenticeship and Probation: The length of probation or apprenticeship is determined by rolling on the Length of Sentence table (above). Apprentices are allowed time off, but those that do not return at the proper time are listed as escapees. Anyone on probation must report to the City Jail once a week. Those on probation are prohibited from drunkenness, wearing armor, or wielding weapons. There is a 1 in 12 chance of being seen by an informer, with each reported incident extending the probation period by 1 month.

Fines: The court is unforgiving in the payment of fines. Anyone without sufficient funds is Jailed. The Fines Imposed table helps determine the final fine paid. There is no chance of bribing one's way to a lesser fine.

Fines Imposed Table

1d8	Fine Imposed
1	All possessions*
2	5,000 gp
3	1,000 gp
4	100 gp
5	10 gp
6	1 gp
7	1 sp
8	1 cp

*If the defendant has someone pleading on their behalf, they are able to keep 1d6 mundane items.

Judgments for the Defendant: It is entirely possible, and if the defendant is wealthy and powerful enough, even likely, a case can be decided in the defendant's favor. If the case is dismissed the victim has an equally likely chance (50%) of either a +1 or –1 adjustment to any rolls in future trials. A "favorable judgment" results in the defendant receiving the amount rolled on the Fines Imposed table. A "beneficial judgment" means that the defendant receives the amount rolled on the Fines Imposed table multiplied by the Social Level (SL) of the plaintiff.

CHAPTER FOUR: CITY ENCOUNTERS

Cities and their teeming masses make for many and varied encounters. From bumbling constables to garishly dressed houris, from thugs bent on bodily harm to passing nobles, from scarred mercenaries to goblin miners, the City State of the Invincible Overlord is no exception. Generating random encounters that simulate these possibilities requires a complex set of tables. Those tables are presented here. Use them as you see fit. The encounter tables and subtables are provided over the following pages in numerical and logical order. Notes are provided to better explain results and to lead the Judge to further tables, if required.

Because the tables require some time and attention, a prepared Judge may be appropriately inclined to pre-generate a handful of encounters and then use them as necessary as players adventure in the City State. In fact, generating such random encounters ahead of time may lead to adventure ideas.

The vast population of the City State of the Invincible Overlord makes it impossible to provide full statistics for even a fraction of the people and creatures living there. Any persons or creatures encountered are not detailed here. The Judge should consult the *DMG* for generic NPC statistics, else generate NPCs on an as-needed basis.

The many slaves, freemen, craftsmen, merchants, and nobles are predominantly a faceless crowd. PCs are only going to involve themselves in the affairs of a few of these individuals, leaving us with a small dilemma. How can the Judge add color and vitality to those few people the PCs choose to interact with? Much of this is left to the Judge to decide. We have made an effort to make this somewhat easier by providing base statistics for many of the characters. The Judge must make decisions regarding the personality, trade, and final equipment of any particular NPC, but the base statistics should make creating a combat ready NPC using the *DMG* much easier.

The people of the City State are drawn from all parts of the world and, therefore, vary in skin color, dress, custom, and religion. These differences are tolerated, and in most cases even welcomed, as they are a sign of the massive mercantile trade occurring here.

Note on Organization: relevant tables are grouped together and are kept on one page (where possible). As a result of this logical grouping, some pages may have blank space on them. This is intentional. Additionally, the main tables are listed first. Subtables, such as race, occupations and so on, are found later in this chapter.

ENCOUNTERS

Generally, random encounters occur while PCs are in the streets, though these tables can be used with judicious application of logic to generate random patrons or occupants of the many numbered and unnumbered locations.

Do not confuse an encounter with a determination of whether or not a street or location is populated. The streets of the City State are full of all sorts of people during the day—beggars calling for alms, passing nobles, priests hurrying to worship, guardsmen and constables patrolling about, hucksters hawking their wares, venders selling all manner of goods, slaves running errands and so on. An encounter implies an interaction, not simply bumping into someone on the street. It also implies that a person or persons has singled out the PCs for some reason. Otherwise they would simply pass on the street.

For an encounter you must determine two things:

1. Who or what is encountered (the "Person" or "Thing"); and

2. Why they are seeking to interact with the PCs (their "Intent").

These tables help you answer those questions. You, then, determine what happens from there.

Using these Tables

For an encounter on the streets of the city, refer to the Streets chapter. Each street has its own unique encounter table. Begin with that table. Roll there first. Generally, those tables will give a special encounter, no encounter or refer you back here. If rolling on the specific Street encounter table refers you here, begin with table 1, on the following page, to determine the type of encounter.

Step 1. Who or What Is Encountered?

Roll on this table to determine who or what is encountered. This table gets things rolling. Roll on a different part of the table if the encounter is during the day or the night. Note that at night there is a greater chance to encounter persons based on the quarter of the city the PCs are in, as most people stick to their specific quarter after sundown. Similarly, there is a greater chance of both unusual and hostile encounters at night.

City Folk: These encounters are essentially even across all locations in the city and are not unique to any region of the city.

Unusual: These are always interesting.

Per Quarter: The "By Quarter" table generates an encounter that is unique to a specific region of the city. The quarters of the city are: Noble, Common, Plaza, Seafront, Merchant and Thieves'. See the Introduction for the division of the city by quarters.

Special Encounter: These encounters indicate that something happens to the PCs other than an encounter with people.

Who or What?

Daytime Encounter	
1d20	**Result**
1–12.	City Folk (Table 1A)
13.	Unusual (Table 1B)
14–18.	By Quarter (Table 1C)
19–20.	Special Encounter (Table 1D)

Nighttime Encounter	
1d20	**Result**
1–8.	City Folk (Table 1A)
9–10.	Unusual (Table 1B)
11–17.	By Quarter (Table 1C)
18–20.	Special Encounter (Table 1D)

Table Notes

NPC Level Range: This indicates the level range of the individual encountered, which should be rolled by the Judge. See the Appendix for examples of the class and level combinations for the various persons

City Folk Encounter Table

Once you have determined that your encounter is with a normal (or sometimes not so normal) occupant of the city, you must determine exactly who that encounter is with.

To use this table roll 1d20 to determine the Social Level ("SL") of the person encountered and cross-index that against the result of a roll of 1d10 to determine the Hierarchy of the individual, meaning the "class" of that individual. Using those two results, cross-index them on the table below and you have your encounter.

	Hierarchy(1d10)							
SL (1d20)**	**1 Noble**	**2 Gentleman**	**3–4 Military**	**5–6 Guildsman**	**7–8 Merchant**	**9–10** General**	**NPC LevelRange**	**Money Carried**
1	G*	G*	Gladiator	Beggar*	G*	Slave	1d6	1d4 cp
2	G*	G*	Page/Servant	Laborer*	G*	Serf	1d6	1d6 cp
3	G*	G*	Militia	Apprentice*	Huckster*	Villaine*	1d6	1d4 sp
4	G*	Constable or cleric	Recruit/ Mercenary	Journeyman*	Vendor*	Freeman*	1d6	1d4 gp
5	Page/Varlet	Well Born	Guard/ Garrison	Master Craftsman*	Trader*	Citizen*	1d6	1d8 gp
6*	High Born	Gentry	Man at Arms	Expert*	Monger*	Bureaucrat	1d12	2d6 gp
7*	Thane	Chevalier	Cavalryman	Guildmaster*	Proprietor*	Deputy Sheriff	1d12	3d6 gp
8*	Aristocrat	Pretender	Sergeant/ Engineer	C*	Agent*	Sheriff	1d12	2d12 gp
9*	Knight	Magistrate	Squire/Aide	C*	Magnate*	C*	1d12	2d20 gp
10*	Count	Chief Magistrate	Knight/ Captain	C*	C*	C*	1d12	3d20 gp
11*	Baron	Lord Mayor	Knight	Bachelor	C*	C*	2d8	4d20 gp
12*	Viscount	Patriarch	Knight	Banneret	C*	C*	2d8	5d20 gp
13*	Duke	C*	General	C*	C*	C*	2d8	6d20 gp
14*	Earl	C*	Army Commander	C*	C*	C*	2d8	7d20 gp
15*	Senator	C*	C*	C*	C*	—	2d8	8d20 gp
16*	Royal Minister	C*	C*	C*	C*	—	4d6	9d20 gp
17*	Prince	C*	C*	C*	C*	—	4d6	10d20 gp
18*	Queen	C*	C*	C*	—	—	4d6	11d20 gp
19*	King/Overlord		C*	C*	—	—	4d6	12d20 gp
20	God	—	—	—	—	—	n/a	None

G = Guard
C = Constable
*Any encounter marked with an asterisk means additional rolls are required. See below.
**Under the General Hierarchy roll 1d10 on the SL side of the chart.
If a spot is left blank, there is no encounter.
Companions: For every person encountered of SL 6 or above, they will be accompanied by a number of companions equal to their NPC Level Range. See the "Additional Rolls" section, below.

encountered. If the encounter is a guard or constable (an entry of "C" or "G," see below) the level is as per a standard guard or constable (see below and the City Folk Appendix) and is rolled according to those tables and descriptions.

Money Carried: This only applies to actual individual encounters. If the encounter is a guard or constable (an entry of "C" or "G," see below) they carry only 1d6 gp each. Women encountered carry double the listed amount of money carried, though normally in the form of jewelry.

Race

Though you may use human as the default race encountered, you may wish to randomly generate the race of the person or persons encountered. Refer to the Race tables later in this chapter.

Additional Rolls

Some results are special or require additional rolls. Those results are indicated in the table with asterisks after their entry and are detailed below.

Slaves: To determine their master, roll again on the table.

Villaine, Freemen and Citizens: To determine the exact occupation of these persons from the General Hierarchy, roll on the "General Hierarchy Occupations" Subtable.

Merchants: To determine the type of products the merchant sells, roll on the "Merchants" Subtable.

Guildsmen: To determine the exact occupation of any person encountered from the "Guildsmen" hierarchy (except Beggars), roll on the "Guildsmen" Subtable.

Beggars: Beggars are a rich source of local information and strange prophetic predictions and are handled separately. To determine the number of beggars encountered roll 1d4. Consult the Beggar NPC class in the Rules chapter for the special abilities and characteristics of beggars in the City State.

G: Indicates an encounter with a group of 2d6 City Guard or Garrison operating in their official capacity. This is to be distinguished from a result of SL 5 of the Military Hierarchy, which is "Guard/Garrison," and indicates the person is encountered is a guard member but is not in his official capacity and is "off duty." Consult the "Guards and Constables" section.

C: Indicates an encounter with a group of 2d6 City Constables. As with city guards, a "C" result is different than a result of SL 4 of the Gentlemen Hierarchy, which is "Constable" and indicates the person encountered is a constable but is not in his official capacity and is "off duty." Consult the "Guards and Constables" section.

Companions: For every person encountered of SL 6 or above, they will be accompanied by a number of companions equal to their NPC Level Range. Thus, a Cavalryman will be accompanied by 1d12 companions, while a Senator will be accompanied by 2d8 companions. Companions will be 1d6 SL ranks below their liege. Nobles and Gentlemen will also have and equal number of bodyguards of appropriate level.

Unusual Encounters Table

3d12	Result	3d12	Result
3.	Beholder	20.	1d3 Bards (level 1d6+2)
4.	Wight	21.	1d3 Monks (level 1d6)
5.	Lammasu	22.	1d4–1 Rangers (level 1d6+2)
6.	1d2 Vampire Spawn*	23.	1d2 Carrion Crawlers
7.	1d3 Shadows*	24.	Griffon
8.	Giant (roll for type)	25.	2d4 Stirges
9.	1d6 Harpies	26.	Minotaur
10.	Golem (roll for type)	27.	Elemental (roll for type)
11.	Troll	28.	1d6 Skeletons
12.	1d2 Temple Spiders	29.	Invisible Stalker
13.	1d3 Gargoyles	30.	1d3 Blink Dogs
14.	1d3 Paladins (level 1d8+3)	31.	1d6 Zombies
15.	1d3 Rogues (level 1d6+3)	32.	1d3 Winged Apes**
16.	1d6 Barbarians (level 1d4+3)	33.	Wraith*
17.	1d4 Clerics (level 1d6+2)	34.	Vampire*
18.	1d2 Wizards (level 1d8+3)	35.	Mind Flayer
19.	1d2 Sorcerers (level 1d6+2)	36.	Gold Dragon (polymorphed)

*Indicates a night time encounter only. If during the day, replace with 2d6 Dire Rats.**See the **Player's Guide to the Wilderlands**

Encounters By Quarter Table

Roll 1d6, +1 if at night.

1d6	Noble	Common	Plaza	Seafront	Merchant	Thieves'
1	Sheriff	Dwarf	Sharper	Sailor	Robber	Apprentice
2	Knight	1d6 Orcs	Beggar*	Sailor	Guard	Apprentice
3	General*	1d2 Ogres	Slaver	Buccaneer	Merchant*	Footpad
4	Gentlemen*	Bandit	Performer	Pirate	Merchant*	Robber
5	Noble*	2d4 Goblins	Bard (level 1d6)	Sea Captain	Merchant*	Burglar
6	Noble*	1d3 Barbarians	Mercenary	Beggar*	General*	Cutpurse
7	Cutpurse	1d6 Dire Rats	Unusual*	Press Gang	Cutpurse	1d4 Wererats

General: This result means you must roll 1d20 on Table 1A, the "City Folk Encountered" table, and check your result on the "General Hierarchy" column.

Gentlemen: This result means you must roll 1d20 on Table 1A, the "City Folk Encountered" table, and check your result on the "Gentlemen Hierarchy" column.

Noble: This result means you must roll 1d20 on Table 1A, the "City Folk Encountered" table, and check your result on the "Noble Hierarchy" column.

Merchant: This result means you must roll 1d20 on Table 1A, the "City Folk Encountered" table, and check your result on the "Merchant Hierarchy" column.

Beggars: Beggars are a rich source of local information and strange prophetic predictions and are handled separately. For more information on any beggars encountered, consult the "Beggars" section later in this chapter.

Unusual: Roll on Table 1D, the "Unusual Encounters" Table.

Special Encounters Table

1d20	Result
1.	Expectorated upon
2.	Dishwater poured on from above
3.	Meathook from above
4.	Chamber pot emptied upon
5.	Clay pot hits (1d2 damage)
6.	Brick hits (1d3 damage, Fort save DC 10 or stunned)
7.	Runaway Carriage (Ref save DC 10 or 2d6 damage)
8.	Street caves in beneath feet (Ref save DC 10 or 1d6 damage)
9.	Impress gang (Thugs equal to number of PCs) grabs PC
10.	1d4 Wererats attempt to kidnap PC
11.	Beggar*
12.	1d3 Drunks
13.	Messenger
14.	1d3 Performers
15.	Lamplighter
16.	Buffoon (roll on City Folk table) attempts Reparte (see Rules chapter)
17.	Vigilantes*
18.	Town Crier*
19.	Fugutive
20.	Hypnotist

Beggars: Beggars are a rich source of local information and strange prophetic predictions and are handled separately. Beggars usually stay in lose groups, but usually approach people singly. The level of a beggar encountered is 1d6. Consult the Beggar NPC class in the Rules chapter above for more information.

Vigilantes: Consult the "Vigilantes" Section, later in this chapter.

Town Crier: Roll on the "Town Crier" Subtable.

Town Crier Sub-table

1d8	Result
1.	Call to Arms (general)
2.	Orcs of the Purple Claw sighted from the wall
3.	Special Occurrences (Roll below)
4–6.	All's Well.
7–8.	Proclamation

Proclamation Sub-table

1d10	Result
1.	Due to recent insurrection no armor may be worn for 1 week
2.	Submission: all persons must register city of allegiance
3.	Special bounty for an outlaw announced
4.	Head tax on non-citizens (1 gp each)
5.	Gladiator game and grand tourneys announced
6.	All temples may impose special tax (4 sp per person)
7.	Heroic soldier made a knight
8.	No fires or lights allowed tonight
9.	Noble's death, mourners given right of way, festivals tonight
10.	Birth of prince or noble, festivals tonight

Special Occurrences Sub-table

1D20	Result
1.	Caravan arriving/departing
2.	Cavalry call to arms (excluding knights)
3.	Footmen call to arms (excluding knights)
4.	Stagecoach robbed/missing
5.	Fire (5% chance to spread, roll random quarter)
6.	Epidemic outbreak (roll 1d6, 1–5. in common quarter, 6. roll quarter randomly)
7.	Ship arriving/departing
8.	Noble's birth/death (roll SL, excluding 18–20)
9.	Holiday/Day of Mourning proclaimed
10.	Execution coming up
11.	Gladiator festival today
12.	Battle result announced (distant army)
13.	Curfew announced (goblins were loose in the city last night)
14.	Gates locked (outlaw/spy sighted)
15.	Spell use illegal today (enemy wizard loose)
16.	Jail Break (5 gp reward per person, 3d6 escapees)
17.	Emergency tax for Overlord (1 sp per person)
18.	Extra month's pay for army volunteers
19.	War declaration/Peace treaty
20.	Weapon/horse confiscation (avoid with Diplomacy check DC 20, modified by character's SL if any)

Step 2: Reason for the Encounter

Now that you know who or what is involved you need to know why they are encountering the PCs. Feel free to use your own judgment, of course. Roll 1d6 on the table below for inspiration.

Reason for Encounter

1d6	Result
1.	Attack by surprise, see sub-table
2.	Attack, see sub-table
3.	Slanders or insults PC(s)
4.	Questions PC(s)
5.	Has proposition for PC(s), see sub-table
6.	Seeks aid from PC(s)

Attack Sub-table: Reason for Attack

1d20	Result
1.	Mistaken identity
2.	Doesn't like PC(s)' looks
3.	Doesn't like PC(s)' perceived class
4.	Alignment hatred, if obvious, otherwise 2 above
5.	Race hatred
6.	Robbery/theft
7.	Lust
8.	Temporary insanity/berserk
9.	Imagined slight
10.	Clan hatred
11.	Doesn't like PC(s)' NPCs, if any, otherwise 2 above
12.	Doesn't like PC(s)' clothes
13.	Thinks PC(s) look sneaky
14.	Interfering with plans
15.	In the way
16.	Drunk
17.	Religious hatred
18.	Revenge
19.	Jealousy
20.	Capture, see sub-table

Capture Sub-table

1d6	Result
1.	To sacrifice
2.	To use as decoy
3.	To sell as slave
4.	To ransom
5.	To use in prisoner exchange
6.	To impress into unit/work detail

Proposition Sub-table

1d6	Result
1.	Challenge
2.	Search
3.	Task/Mission
4.	Work offer
5.	Sexual
6.	Ruse to kidnap PC

Guards and Constables

If the encounter is with guards or constables ("G" or "C" on the City Folk table), refer to the "Guards and Constables" section later in this chapter to determine their unique reasons for interacting with the PCs.

Race

Once you have determined the type of City Folk encountered, you may wish to determine the race of the persons encountered. The following tables reflect the racial composition of the City State. If you do not wish to generate race, you may use a default of Alryan, a type of human.

See the **Player's Guide to the Wilderlands** for more details on the races of the Wilderlands. If you are not using that book, then simply default to "human."

Race

d%	Result	Sub-categories
1–72	Human*	See Table 1.1B, below
73–88	Dwarf	(1–40 City, 41 Deep, 42–50 Hill, 51–00 Mountain)
89–93	Halfling	(1–65 Common, 66–80 Highland, 81–00 Stouts)
94–96	Elf	(1 Dark, 2–60 High, 61–64 Grey, 65–66 Mer, 67 Northern, 68–75 Southern, 76–80 Wood, 81–00 Half–elf)
97–00	Other	See Table 1.1C, below

*Includes Altanian, Amazon and Avalonian which, though more appropriately considered humanoids, are so similar as to be included in this group.

Humans

d%	Human Subtype*
1–34	Alryan
35–36	Antillian
37–38	Common Avalonian
39	Common Orichalan
40–42	Dunael
43	Ghinoran
44	Gishmesh
45	Karakhan
46–47	Skandik
48–75	Tharbrian
76–94	Altanian
95–98	Amazon
99	Avalonian
00	Other human

*Includes Altanian, Amazon and Avalonian which, though more appropriately considered humanoids, are so similar to humans as to be included in this group.

Other Human: Judges may insert other human or humanoid races that are very rare, such as Cavemen, Demonbrood, Dorins, Elphan, Elritorn, Hawk Folk, Houri, Liowan, Neamua or Nguak. Or the Judge may select other unusual humanoids such as Astari, Bardiks, Confed, Ghul, Lunari or Solari. These races are detailed in the article "Lesser Races of the Wilderlands," in the *EN World Player's Journal Issue #4*.

Other Non-human Races

d%	Race
1–35	Goblin
36	Bugbear
37–39	Merfolk
40	Centaur
41–45	Orc
46–55	Gnome (1–85 City, 86–88 Forest, 89–99 Lightelf, 00 Red Cap)
56–70	Half–orc
71–80	Houri
81	Common Viridian
82	Cavemen
83	Hawk Folk
84	Dorin
85	Elphan
86	Elritorn
87	Demonbrood
88–90	Gnoll
91–93	Kobold
94–95	Ogre
96	Orichalan
97	Demi-giant
98–99	Hobgoblin
00	Other non-human

Other Non-human: Judges may insert other human or humanoid races that are very rare, such as Liowan, Neamua or Nguak. See the **Player's Guide to the Wilderlands** for information on these races. Or the Judge may select other unusual humanoids such as Astari, Bardiks, Confed, Ghul, Lunari or Solari. These races are detailed in the article "Lesser Races of the Wilderlands," in the *EN World Player's Journal*, Issue # 4. The Judge may also decide to use fey races or outsiders.

City Folk

Several general categories exist that need to be discussed. The flavor of the City State is such that some explanation is required.

Slaves

Slavery is simply considered a fact of life in the City State. It is considered neither good nor evil, though it does tend to draw the ire of certain people. Slaves are usually considered valuable assets that are expensive to feed and maintain, as such, they are usually treated well. Slaves tend to have backgrounds as common laborers, craftsmen, or guards, but more elite slaves with specialized skills are not unheard of.

Freemen

The bulk of the City State's population consists of freemen, a classification that includes local or visiting merchants, laborers, craftsmen, and individuals practicing various trades. If one is not a slave, a noble, a knight, or a guardsman of some sort, then one is considered a freeman.

Nobility

Nobles of the City-State have many backgrounds: some are wealthy merchants, some are country landowners keeping city quarters, some are diplomats from foreign lands and others are heir to massive fortunes or local titles. They rarely travel out of their townhomes without a small (or sometimes large) clutch of **retainers**, servants, and guards. They tend to be haughty, arrogant and condescending towards those of lesser status. Many elite nobles also attain a knightly rank in the Overlord's court.

Knights

The knighthood is a relatively recent addition to the social and military political landscape. Knights encompass many different elements of the social spectrum. A knight might be anything from a wandering mercenary possessed of a horse and heavy armor to a local noble fulfilling his familial duty to the Overlord. All knights are bound to a complex code of ethics that deplores the use of magic spells of broad effect in warfare, encourages the taking of helpless captives prisoner for ransom and demands chivalrous service to the Ladies of the City State.

Socially (though not necessarily martially), the lowest rank of knighthood is the **Knight Errant**. Knights Errant are wandering knights who may or may not be of noble birth. They adhere to the tenets of knightly behavior and chivalry, but they have no permanent lord. Instead, they swear fealty to a patron, in this case the Overlord. Once sworn, they serve loyally and seek promotion in the Overlord's Inner Circle of Knights; in the rare case that a Knight-Errant chooses to leave, he must submit to the Overlord for the acts he must fulfill in order to leave service, usually an extensive campaign. A mounted soldier who is unsworn or does not subscribe to knightly codes of behavior may find service in the cavalry.

Most Knights Errant aspire to gain rank, favor and entrance to the **Knights of the Inner Circle**. Upon completion of their third campaign in the Overlord's name, a Knight Errant may be promoted to **Knight Bachelor** and reassigned to a smaller unit. These promotions sometimes come about as a result of uncanny bravery or martial prowess on the battlefield. Knights Bachelor are usually assigned a squire and may petition the Overlord's court for a grant of land. Knights Bachelor may also be nobles who have received a land grant from the Overlord; any noble grantee assumes this Knightly rank and obligation, regardless of military background. Thus, there is a great disparity in martial ability between the fighting men and nobility in this knightly rank. Upon promotion, a Knight Bachelor is assigned to the

company of a Knight Banneret, and may eventually become one himself.

As with the promotion to Bachelor, a Knight Errant or Knight Bachelor demonstrating uncanny bravery or prowess may be promoted to **Knight Banneret**, which always includes a grant of land from the Overlord if the knight is not already a landed noble. These men are permitted to ride under their own banner, or the banner of their noble house. The division between professional knights and noble knights is even more pronounced at this rank. A noble Banneret will often gather to him knights that are exclusively of his noble house, while a Banneret who achieved his rank on a campaign often surrounds himself with Bachelors who have ridden with him in battle. Bannerets and their retainers often serve the Overlord's court or their patron noble houses on small specific errands: as escorts, messengers and enforcers. When not on campaign or attending the Overlord's court, these landed knights are often compelled to return to their strongholds to manage local disputes or quell rebellion. A Banneret, especially one of military background may also command the body of troops known as a battle.

Guards and Constables

Guards

An encounter with guards means an encounter with a group of guards on duty. Unlike constables, guards are well trained and competent since their positions are based on military service rather than social status.

Type of Guards Encountered: There are a number of different types of guards. Roll 1d4 on the following list:

1. **Guards.** The highest level type of guard, the guard normally wear chainmail, carry large shields and are armed with longswords and maces. They are Ftr3–6s, led by a captain of 2 levels above the level of the men. Guards are normally found at main gates, official functions or important locations.
2. **Guardsmen.** The "rank and file" of the guard, guardsmen normally wear chainmail, carry large shields and are armed with longswords. They are Ftr1–3s with a lieutenant of 1 level above the level of the men.
3. **Garrison Troops.** Common soldiers of the garrison, garrison troops are young soldiers. They normally wear studded leather armor, carry small shields and are armed with shortswords and longspears. They are War1–3s with a sergeant of Ftr level equal to the War level of the men.
4. **Militia.** The conscripted militiamen are unarmored, carry small shields and are armed with shortspears. They are War1–2s. They may have an appointed leader for chain of command purposes, but he is of the same level as the other men.

Number encountered: Regardless of type, an encounter with guards always means 2d12 of the stated type.

Constables

Constables of the City State are characterized by their bumbling ineptitude. Their positions are normally filled by social level. As is common with the lowest rung of the higher social levels, they tend flaunt their social standing and show contempt for those of lower social level. Constables rarely try to increase their social standing as it would mean leaving the lowest rung of the Gentleman's Hierarchy for Deputy Sheriff in the General Hierarchy.

Number encountered: An encounter with constables always means a group of 2d6 constables.

Encounters with Guards and Constables

Unless the PCs give the guards reason to act otherwise (such as seeing the PCs commit murder) matrix the result of 1d6 and 1d10 on the following chart to determine the guards' or constables' interaction with the characters.

Guards will try to summon constables and arrest PCs who they believe to be breaking the law or causing

Encounters With Guards and Constables Table

	1	2	3	4	5	6
1. *Suspect* PCs of*	Smuggling*	Pilfering*	Cheating*	Spying*	Runaway*	Other Crime*
2. *Inquire PCs of*	Home	Tavern	Ship	Outlaw	Armor	NPC
3. *Command PCs to*	Drop weapon	Lie down	Halt	Go home	Hands up	Run
4. *Search PC's*	Bags	Clothes	Boots	Weapons	Bottles	
5. *Shake down for*	Weapon	2 sp	10 sp	2 gp	10 gp	10 gp each
6. *Impress 1 day to*	Clean weapon	Cook	Dig	Rake	Plaster	Guard
7. *Help PCs with*	Carry bags	Guide	Warning	Alms	Defend	Find item
8. *Offer PCs*	Information	Female	Pet	Drink	Food	Ride
9. *Demand*	Bandages	Arrows	Water	Oil	Leather	Help
10. *Ask for*	Information	Cloak	Drink	Food	Straw	Wood

*Unless their suspicions are assuaged by a successful Diplomacy check (DC 12) or other appropriate action (bribery, etc), the guards or constables attempt to arrest the PCs. See the "Crime and Punishment" chapter.

Arrest: In addition to the asterisked situations above, if the guards or constables discover any information or item as a result of their encounter with the PCs that lead them to believe a crime has been committed, they will arrest the PCs or summon others to do so.

General Hierarchy Occupations Table

Roll	1. Official/Fiducail	2. Services	3. Handler/Trainer	4. Performer	5. Clerical	6. Miscellaneous
1	Moneylender	Teacher	Shepherd	Dancer	Stockboy	Leech (doctor)
2	Moneychanger	Maid/butler	Cowpoke	Actor	Clerk	Undertaker
3	Tax collector	Bathboy	Horsetrainer	Minstrel	Head Clerk	Pawnshopkeeper
4	Banker	Doorman/bouncer	Animal trainer	Jester/buffoon	Manager	Zookeeper
5	Court clerk	Wet nurse	Bird trainer	Puppeteer	—	Tavernkeeper
6	Bureaucratic	Barkeep	Gladiator trainer	Circus performer	—	Innkeeper
7	—	Porter/bearer	—	Fortuneteller	—	Launderer
8	—	Messenger	—	Orator	—	Barber
9	—	Secretary/aide	—	—	—	Butcher
10	—	Attendant	—	—	—	Baker
11	—	Cook	—	—	—	Candlestickmaker
12	—	Warehouseman	—	—	—	Hunter
13	—	—	—	—	—	Pipeweed Grower
14	—	—	—	—	—	Wagoneer
15	—	—	—	—	—	Hypnotist
16	—	—	—	—	—	Town Crier
17	—	—	—	—	—	Lamplighter
18	—	—	—	—	—	Mountaineer
19	—	—	—	—	—	Fisherman
20	—	—	—	—	—	Trapper

trouble. Generally, guards attempt to subdue persons they attempt to arrest with non-lethal damage unless the suspects use deadly force in return.

Occupations and Merchant Wares

General Hierarchy Occupations

If the person or persons encountered from the General Hierarchy on the City Folk Encountered Table , right, are villaines, freemen or citizens the Judge can determine the occupation of the person encountered using this table.

First roll 1d6 for the occupation of the villaine, freeman or citizen. Then, using the appropriate die, determine the specific occupation.

Guildsmen Occupations

All persons except beggars from the Guildsmen Hierarchy from the City Folk Encountered Table , next page, have a trade. That trade can be determined using the following table. Not all trades have a strong guild affiliation, having grown from barbarian ancestry. Those without solid guilds are considered "tradesmen."

Merchant Wares

Use this table to determine what types of wares a particular merchant deals in. First, roll 2d6 to determine whether the merchant deals in Common, Rare or Extraordinary goods. Then roll on the appropriate table to determine the specific type of goods.

Guildsmen Occupations

Roll 1d6 and 1d10, with the 1d6 as the "tens" digit and the 1d10 as the "ones" digit. Thus a roll of a 6 on the 1d6 and an 8 on the 1d10 would be 68.

Roll	Guild	Roll	Guild	Roll	Guild
10	Accountant	30	Executioner	50	Poet/bard
11	Alchemist	31	Fletcher	51	Potter
12	Architect	32	Geologist	52	Roofer
13	Armorer	33	Glass-blower	53	Ropemaker
14	Artist	34	Goldsmith	54	Saddlemaker
15	Assassin	35	Hatmaker	55	Sailmaker
16	Astrologer	36	Inkmaker	56	Sculptor
17	Astronomer	37	Interpreter	57	Sailor
18	Author	38	Jeweler	58	Sage
19	Beggar	39	Lampmaker	59	Smith
20	Boatmaker	40	Leather craftsman	60	Shipbuilder
21	Bootmaker	41	Litigation trickster	61	Slaver
22	Botanist	42	Mason	62	Scribe
23	Bowmaker	43	Miner	63	Thief
24	Bricklayer	44	Magic user	64	Tailor
25	Carpenter	45	Mercenary	65	Tanner
26	Carpetmaker	46	Metal worker	66	Weaver
27	Carver	47	Navigator	67	Wig/mask maker
28	Courtesan	48	Perfumer/dyer	68	Wheelwright
29	Engineer	49	Pitchmaker	69	Winemaker

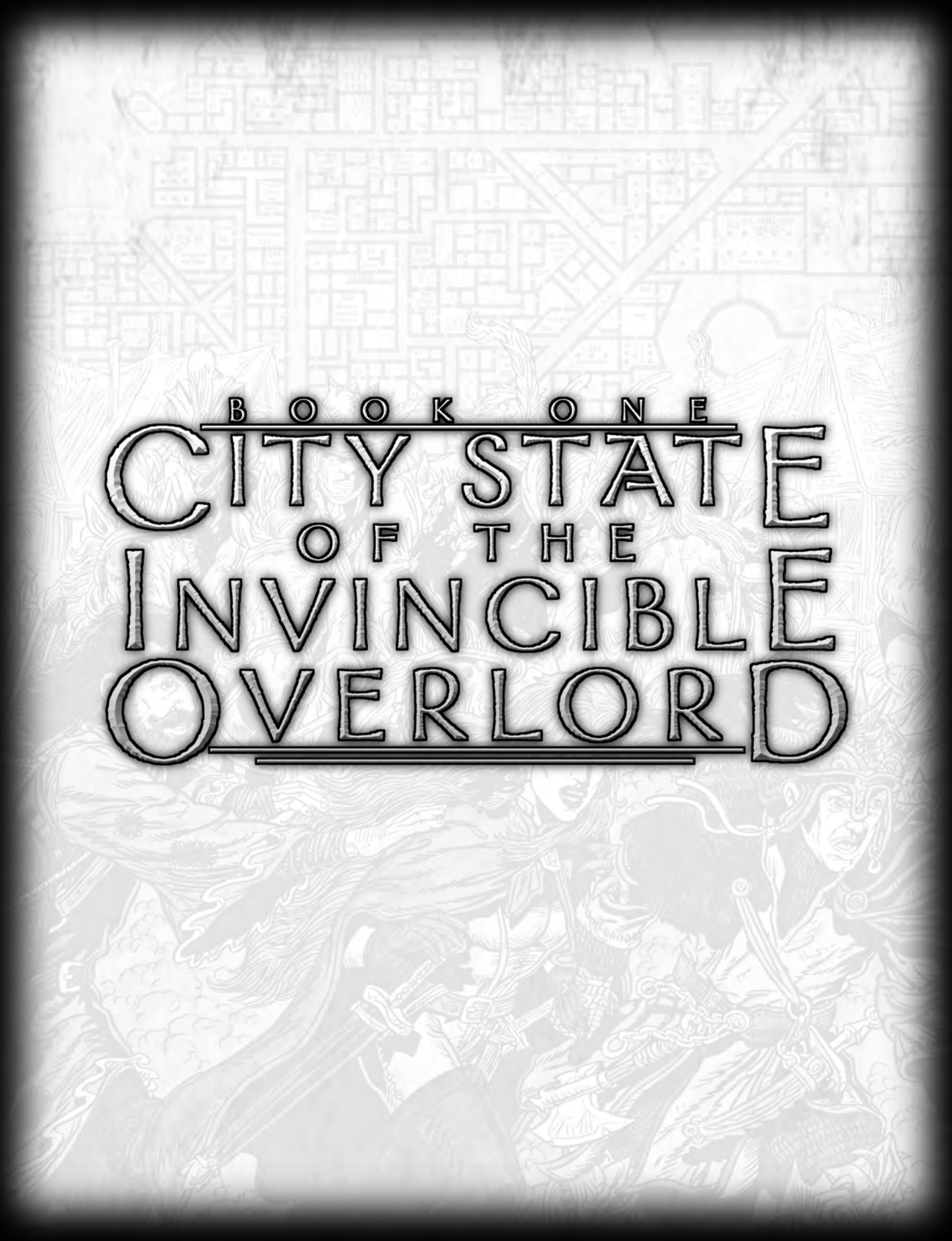
Merchant Wares Table

Category of Goods

1d12	Category
2–8	Common
9–11	Rare
12	Extraordinary

Type of Goods

Roll	Category		
	Common (1d8)	Rare (1d20)	Extraordinary (1d10)
1	Foodstuffs	Armor	Magic weapons
2	Wine	Weapons	Magic armor
3	Beer	Foundry	Magic items
4	Clothing	Horses	Magic scrolls and books
5	Small livestock	Cattle	Potions
6	Rope	Shipyard	Fantastic creatures
7	Tools	Leather goods	Fantastic creature eggs
8	Feeds and seeds	Wagon caravan	Fantastic creature parts
9	—	Hotelier	Poisons and alchemical items
10	—	Spices	Maps
11	—	Rugs/Tapestries	—
12	—	Building supplies	—
13	—	Books/art objects	—
14	—	Quarry/Mines	—
15	—	Precious gems/Metals	—
16	—	Timber/Pitch	—
17	—	Perfume/Soap	—
18	—	Showman	—
19	—	Processed foods	—
20		Shipping line	—


BOOK ONE
CITY STATE
OF THE
INVINCIBLE
OVERLORD

CHAPTER FIVE: INTRODUCTION TO STREETS AND SHOPS

The City State of the Invincible Overlord is a large city, full of many small perils, as well as larger threats. As seen on the map, many locations have generic names such as "Saddle Shop." This is because few shops have signs or names, and those with signs usually have only symbols representing the wares they offer. There are many minor items that citizens of the City State know well, and travelers had better learn quickly.

The DM should be familiar with the following points when examining different locations in the City State:

- It is against the law for any merchant, innkeeper, vender, etc. to make change unless he has a moneychanger's license. Patrons asking for change are threatened with legal action.
- Every shop, tavern, inn, and similar establishment has 1d4 slave grooms to guard horses for patrons. Most (60%) have extra slaves (2d6) that perform other menial tasks. Any additional slaves or servants are mentioned in the descriptions of individual locations.
- During daylight hours there are at least 3d6 pedestrians and 1d6 horsemen on any major street.
- No stranger will interfere with, or aid another, even if the law is broken. Citizens of the City State find survival is much easier if they simply look the other direction.
- Alleys are always empty unless an encounter is rolled. There is a 20% chance of blockage by wagons, horses, or goods and a 10% chance an object might drop or fall from above (Ranged +4, 2d4 points of damage).
- Gambling is legal in the City State and games of some type are played in almost every tavern, inn, or barracks one might visit. The Judge should decide how to adjudicate gambling. This book offers a new gambling skill, but other methods can be used as well.
- Common and Altanian are the major languages spoken in the City State. All vendors, shopkeepers, and innkeepers of any race understand these two languages as do a majority of the citizens.
- Various creatures and NPCs of extremely disparate alignments reside together in the City State. Trolls, gnolls, kobolds, goblins, orcs, and even giants are seen occasionally on the streets. Fear of the law, and the bloody riots that can and sometimes do occur, helps keep violence between various creatures and beliefs in check.
- Slavery is both legal and normal in the City State. It is not considered evil and, although very low in social status, slaves do possess a modicum of rights and protections. In some cases, slaves are more carefully protected and cared for than commoners.

The City State is now yours, make it so. Any or all of the above can be changed to fit with your game world or simply to match what you want your version of the City State to be.

NPCs of the City State

The statistic blocks presented with each shop location present only the barest minimum of information required to use an NPC in a game. The Judge needs to add their own details to the different personalities and locations discovered here. In the event further statistics are needed the Judge may refer to NPC generation tables in the *DMG* and to the *PHB* for character statistics and abilities.

NPC Wealth

A majority of shopkeepers and merchants have their wealth tied up in their shops, wares, and slaves. A few shopkeepers and NPCs might be extraordinarily wealthy through inheritance, good business practices, adventuring, or simple luck. Thus, the gear and coins carried by

many of the NPCs do not follow the wealth guidelines presented in the *DMG*. The Judge can choose to add additional items to the NPCs if they desire.

General Item Statistics

Various shop owners and citizens of the City State protect their wealth by storing it in sturdy cashboxes, strongboxes, chests, or trunks, or by hiding it carefully, and often both. Rather than listing individual statistics for each and every item general statistics for standard items are included here. Sometimes an item has small differences from the norm, in such cases the changes, and only the changes, are mentioned parenthetically after the item. For example, a cashbox with a particularly difficult lock might be listed: **cashbox** (Open Lock [DC 35]). General statistics are also provided for doors and windows. When a shopkeeper is out, or closed, windows are protected by wooden shutters that close from the inside and can be barred shut. Doors are also locked or barred when a shop or tavern is closed.

Strong Wood Door: 2 in. thick; Hardness 5; hp 20; Break (DC 25 when barred or locked); Open Lock (DC 25). Most outer doors are made of sturdy, hard woods such as oak and reinforced with iron strips. The majority of doors are barred from the inside as complex locks are expensive. Doors are usually left open or unlocked when a shopkeeper or tavern owner has trusted slaves or employees to watch the premises.

Window Shutters: 1 in. thick; Hardness 5; hp 10; Break (DC 25 when barred). Slatted window shutters are the norm in the City State, at least for those that risk having windows at all. They are almost always barred shut at night to keep burglars out.

Cashbox: 1/2 in. thick; Hardness 10; hp 15; Break (DC 28); Open Lock (DC 25). Cashboxes vary in size and shape, but are usually relatively small. Most are made of iron or a similar metal and possess small slots in the top for slaves or servants to insert payments into. Locks vary in quality, some being very poor and others being extremely well made.

Strongbox or Lockbox: 1 in. thick; Hardness 10; hp 30; Break (DC 28); Open Lock (DC 25). Strongboxes are larger, sturdier, and often far better protected with traps and difficult locks.

Wood Chest: 1 in. thick; Hardness 5; hp 20; Break (DC 25); Open Lock (DC 25). Wood chests are made of very sturdy hardwoods with metal reinforcement throughout. Locks vary in quality and some chests simply don't have locks at all.

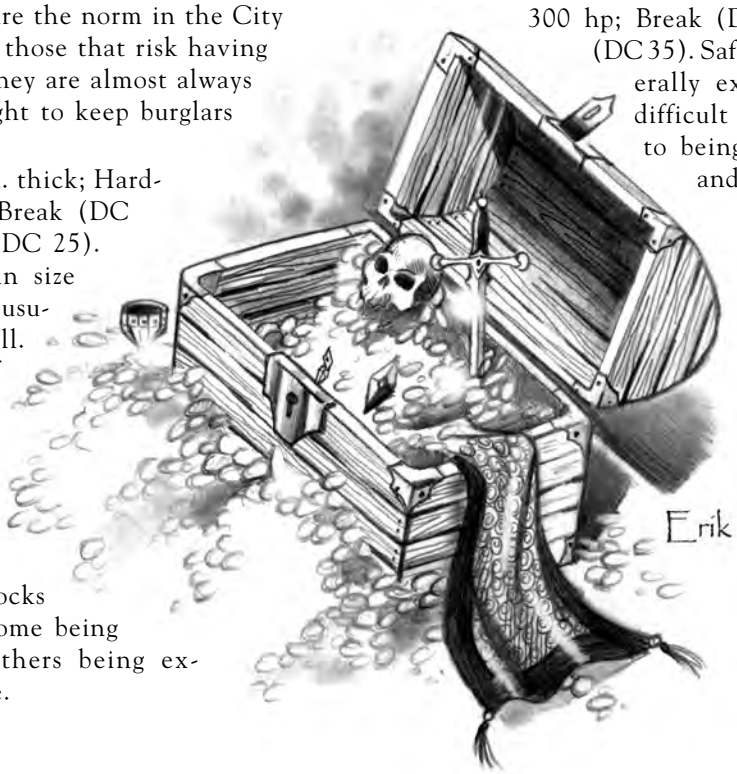
Banded Chest: 1 in. thick; Hardness 5; hp 30; Break (DC 28); Open Lock (DC 28). Banded chests are made of very sturdy hardwoods and reinforced with thick metal bands and heavy rivets. Most banded chests have secure locks along the reinforcing bands.

Stone Chest: 4 in. thick; Hardness 8; hp 60; Break (DC 28); Open Lock (DC 28). Stone chests, while rare, are sturdy and extremely heavy. Anyone spending money on such a chest always includes a complex locking mechanism, sometimes several, and often special mechanical traps.

Metal Chest: 2 in. thick; Hardness 10; hp 60; Break (DC 28); Open Lock (DC 30). Metal chests are costly, heavy, and effective. Complex locks and traps are almost always used to protect such fine chests.

Trunk or Foot Locker: 2 in. thick; Hardness 5; hp 40; Break (DC 28); Open Lock (DC 28). Large, sturdy trunks are often used to store a variety of clothing and valuables. Trunks and footlockers often have complex locks and are sometimes protected by traps.

Safe or Vault: 6 in. thick; Hardness 10; 300 hp; Break (DC 28); Open Lock (DC 35). Safes and vaults are generally extremely heavy and difficult to move in addition to being hidden from sight and protected by difficult locks and traps.



The above statistics are provided as a base for the Judge to begin with. If your world is metal poor, wood poor, or stone poor the types of chests, doors, and windows present might be different. The statistics above can be used as a starting point to determine new statistics for almost any item.

CHAPTER SIX: RUMORS AND LEGENDS

As the PCs travel the City State they come across a wide variety of people and creatures possessing various bits of knowledge. The rumors and legends the PCs might hear in their wanderings can lead to a wide variety of adventures. Some rumors are, of course, false, distorted, or merely partial truths capable of getting the unwary into a great deal of unwelcome trouble.

Rumors

Rumors usually deal with local events that occurred recently or are ongoing. They can include items as simple as certain people are recruiting for a job, or as strange as a comment like, "Hey, aren't you the one that angry ogre is looking for?" As a source of information, rumors are rather "iffy" and can often cause more trouble than they are worth. Rumors can be heard anywhere on the street with a simple Gather Information check (DC 12). Generally, no more than one rumor per hour can be collected, but this rate is doubled in taverns, inns, and other crowded areas. The Judge may choose randomly from the table provided below, or simply create their own set of rumors fitting into their game world and prepared adventures. Many of the rumors provided on the table below require no action by the PCs, unless they wish to do something, but are there to add color and life to the City State.

The wide collection of rumors below can be chosen randomly by rolling 3d20 and consulting the list below. This list should not be considered complete, any range of rumors can be added or substituted and not all rumors need to be true.

3d20	Rumor
3.	An adolescent wench is being dragged down Slash Street by an **ogre** named Gothmag.
4.	Two drunken rogues with a *staff of power* are slumped over a horse tie on Caravan Street (actually 2 dying sages, the staff is drained of all power).
5.	A dolphin appeared in the By-Water Road Bath.
6.	An angry **djinn** was seen heading south down Constable's Street.
7.	A hill giant is wading across the Estuary on the wrecked bridge.
8.	Horrifying shrieks frighten draft animals on Ox Cart Road outside the Plant Shops. There is a 500 gp reward for putting an end to them. (Nobody is offering a reward, yet).
9.	Count Ruodleb the Razor, a mad killer, has just been released from prison.
10.	A lucky **troll** named Ezzorix just won 650 gp at Masher's Gaming House.
11.	Giant rats are swarming on small parties venturing down Tempest Street at night.
12.	A child ghost haunts the School of Ancient Knowledge, there is a 250 gp reward promised for exterminators. (False, the PCs won't even be allowed in)
13.	Every third night water rises out of the river and sweeps guardsmen off the top of the Southern Keep.
14.	Captain Iremath of Marsh Gate was kidnapped and taken into Mermist Swamp. His sergeants are offering a 400 gp ransom (or reward) for his return.
15.	A giant stag beetle has escaped from the Overlord's Zoo. It is illegal to attack creatures owned by the Overlord.

3d20	Rumor
16.	The Wailing Street dyer is hiring fighters.
17.	The Captain of the Palace Guard was killed last night by a mind flayer in the Singing Squid Tavern.
18.	A grand ball is to be held in the Plaza of Profuse Pleasures to celebrate the Prince's birthday.
19.	A travel-stained and bandaged fighter is riding up By-Water Road with a dragon's horn tied to his back.
20.	A baby gorgon wrapped in a sheepskin was found at the foot of Groaning Falls.
21.	A gypsy known as the "Love Bandit" just kidnapped a Captain's Daughter.
22.	A corpse drained of all blood was discovered on Fog Street 5 minutes ago.
23.	This morning a beggar was found frozen outside the moneylender's on Silver Street. Last night was a warm night.
24.	A fast riding messenger was dispatched to inquire about an invasion of the Westlands by an army of inhuman winged apes.
25.	Two cabmen are dueling over a weaver girl in the White Wake Inn.
26.	Women gathering wood near the Dearthwood are being kidnapped by Sir Bland the Coward and carried off to his manor.
27.	A 30 ft. sphere of darkness is moving east on Caravan Street.
28.	An actress was grabbed off the stage of the Noble Theater and carried into the sewer system by a horrible-looking slimy creature.
29.	Green Dencaster the Wasteral has a bad hangover and can't remember how he ended up atop the Wizard Keep's spire. He is hollering an offer of 50 gp to anyone that can rescue him.
30.	Four drunken halflings are chained to the roof of the Constable's Barracks.
31.	Asilotor the Saint is forming an expedition to rescue the female survivors of an orc raid on a caravan 40 miles to the south.
32.	A bishop of the Spider God is hiring fighters.
33.	A priestess of Harmakhis is to be sacrificed at the temple tonight.
34.	A play at the Noble Theater just ended in a riotous audience tearing off their clothes and leapfrogging down Festival Street.
35.	A statue is walking out of the Mindwarp Ale House. Actually a **stone golem** on an errand.
36.	An ornament vendor is being robbed by **2 trolls** in the Open Market.
37.	An **ogre** just tossed the keeper of the Boar's Head Tavern into the stew pot and is cooking him.
38.	A dying wizard with a rapier in his back is calling for his son. The description matches that of one of the PCs.
39.	An armored wagon holding over 175,000 gp just overturned at the corner of Silver Street and Regal Street (it was empty).
40.	A 400 gp reward is offered for the destruction of a basilisk that has created havoc in Naughty Nannies.
41.	A Knight of the Inner Circle is to be yellow-striped in the Plaza of Profuse Pleasures.
42.	The Overlord is seeking a ghost chaser to have the royal stables purged.
43.	An albino eunuch is buying every female slave available (false).
44.	An alchemist claiming to know the secret of transforming copper to gold has been taken to the palace.
45.	A halfling was found guilty of ogling a courtesan and is to be drawn and quartered in the Outer Ramparts.
46.	A secret cult of religious fanatics has been kidnapping lone pedestrians on Shady Street.
47.	There is a 500 gp reward for anyone that can banish the terrifying ghost that appears in the Bloody Tusk Banquet Hall.
48.	The heavily laded pirate ship, "The Flying Jaguar," just docked for repairs.
49.	A group of **bugbears** was noticed stalking the party, they are hiding in the nearest alley.
50.	A master bard is being held captive by tritons 5 miles down the estuary.
51.	Lizardfolk kidnapped the wife of Ferd the Ferryman.
52.	The Overlord has hired 10 wizards to use mind-reading spells to seek out rebellious thoughts.
53.	An assassin has murdered Earl Pellintad of Sward, who was rumored to be a rebel leader.
54.	Twin sisters are hiring adventurers for a journey to a wild, desolate country in seek of a family heirloom, a dragon-slaying sword.
55.	A runaway noble's groom has just stolen a fine stallion (heavy warhorse), 400 gp, and a magic sword (*+1 longsword*).
56.	**Giant ants** have just tunneled out of the Scud Street alley pavement.
57.	A **giant octopus** is crawling over the wall of the East Wall Enclave.
58.	Langar the Horrid, a **fire giant**, is demanding to see one of the PCs at the Outer Ramparts within 10 minutes.
59.	A **ghoul** was seen on Cross Street moaning one of the PC's names.
60.	A naked maid is being chased down Belfry Street by **2 trolls**.

Legends

Legends of powerful items, lost dungeons, and terrifying horrors can be gathered at most any tavern or inn in the City State. Even if they turn out to be false, such legends can easily send a party of PCs off on a grand adventure. The list of legends below is designed simply as an aid to the Judge, a few refer to locations nearby while others refer to distant places. As always, it is the Judge's decision whether or not to use any of these legends. At least one legend can be heard about at any tavern, inn, restaurant, gambling hall, or pleasure palace with a successful Gather Information check (DC 15). Many legends are false, or misleading, so following such tales without a bit of cautious research can be hazardous to one's health.

Two tables of legends are provided below, the first is a collection of various different legends, the second, much shorter table, consists entirely of legends and tales dealing with dragons. The Judge should add, change, or eliminate legends as needed to match their game world.

If the PCs learn of a legend the Judge may choose from the list below, make up their own legend fitting with their own game world, or roll 1d20 to choose randomly.. If a legend comes up more than once, the Judge should roll a d6 and consult the list of "Dragon Tales" table .

1d20	Legend
1.	A lich hidden in the Dearthwood has created an army of magically created giants known as the "cauldron-born."
2.	The "Citadel of Argrat," a lich's stronghold, is the resting place for the Empire Stone, a magical gem worth at least 40,000 gp.
3.	A pack of owlbears living in a cave 10 miles north of the city possesses the magical "Owlbear Shield" (a *+2 large shield*) that protects them from all attacks.
4.	A balor and an army of shadows watches over the "City of Shadows," an Altanian ghost city 120 miles to the southwest.
5.	An exiled fleet commander built an extravagant, jewel-encrusted palace on a bluff overlooking the sea 85 miles to the northeast.
6.	Storm giants have a flying citadel that has been seen near an area known as "Harridan's Gap."
7.	There is a chamber 6 levels beneath the City State with gem encrusted walls.
8.	A vast amount of magical items was buried with Sakarra, an ancient Sea King buried in a pyramid 400 miles to the southeast.
9.	Bandvares the Thinker, a powerful sorcerer, plays life-size games of chess with living fighters in a small town 60 miles to the west.
10.	Ermanarik the Old King, the despot buried in the old ruins just outside the city, has returned from the dead to avenge himself on the nobles.
11.	A medusa wandering the sewers beneath the City State carries the *Ring of Mathlivifran the Master* (gem encrusted *+2 ring of protection*).
12.	An amazon of unearthly beauty lures travelers off Rorystone Road to their deaths.
13.	The City of Brass, home to the King of Efreets and Djinns, is located 560 miles to the west.
14.	Koretina, a beautiful sorceress, was condemned to haunt the Howling Hills until finding a "worthy partner" by a demon she conjured to answer foolish questions of love.
15.	Weretigers deep inside the Dearthwood worship an emerald-eyed idol of Bast.
16.	Shadows protecting the entrance to the tombs of the forgotten kings in the Despot Ruins inflict a painful, wasting disease known as the "Red Death" on all they touch.
17.	The Cunning Mounse, a polymorphed fighter, discovered a miniature palace populated by civilized mice beneath a woodpile near Ferd's Ferry.
18.	The Druid Stone, a pilgrimage destination for druids, is a large meteorite that fell in Mermist Swamp.
19.	The Jade Breastplate, magical armor that deflects all breath weapons, is buried in the Redoubt of the Dead.
20.	Quarreling fire giants in a cave complex 230 miles west of the City State create so much noise that the mountains quake

Dragon Tales

The following legends deal with dragons, frightening beasts often spoken of in mere whispers due to the fear they engender. If a legend in the table above comes up more than once, the Judge can choose from one of these legends by rolling a d6 and consulting the list below.

1d6	Legend
1.	Wolfstone Orm, an adult red dragon, hides the "*Banner Disc*," an item that incites fearlessness in all fighters within a 30 ft. radius, in its sizable hoard.
2.	An adult green dragon known as the "Great Gryf" carries off bards and singing travelers for his own entertainment.
3.	Powerful adventurers hunting Guttorm the Green Death, a very old green dragon, in Mermist Swamp did nothing more than add "Jaguar Paw" (a +3 neutral longsword) and "Bright Stinger" (a +3 good dagger) to his hoard.
4.	The Flame of Norvi-Ridge, a juvenile red dragon, is offering a portion of his sizable hoard to any wizard willing to tutor him in the magical arts.
5.	The Ancient Terror, a highly intelligent ancient blue dragon, lives 120 miles southwest of the City State in a citadel he took from the dwarves that created it. His hoard is full of dwarven artifacts.
6.	A beautiful princess lies frozen in the lair of a great white wyrm, 60 miles north of the City State in Dwarven Mountain Territory.

CHAPTER SEVEN: STREET ENCOUNTERS

Each street has its own unique daytime encounters. Roll a d20 and consult the tables below when the PCs enter the named street and for each 30 minutes they remain. At night, use the Night Time Encounter Table from the City Encounters chapter, regardless of street. Use the City Encounters chapter to determine other encounters as indicated below.

Barter Street

This short route between the Street of Crafts and Silk Merchant Street is plagued by street urchins and beggars.

1–4.	Surrounded by 2d6 **street urchins** demanding 1 cp each to go away
5–6.	Accosted by **beggar** seeking alms
7–10.	Use the City Encounters Chapter
11–20.	No encounter

Beggar's Street

The long road varies in width as it stretches from Murky Street to Twilight Road and is known as a haven for beggars.

1–14.	Accosted by a **beggar** seeking alms; some may have a dagger or be a spy or a thief
15.	Use the City Encounters Chapter
16–20.	No encounter

Belfry Street

This wide lane runs from Ox-Cart Road just inside the North Gate to Silk Merchant Street. It is plagued by stirges that must have an undiscovered home someplace.

1–6.	Attacked by 1d6 **stirges**.
7–8.	Use the City Encounters Chapter
9–20.	No encounter

Brazier Street

The short lane leading off Belfry Street to pass behind several of the larger temples is known as Brazier Street.

1–6.	2d6 **temple goers** (any PC or NPC class, level 1–3)
6–8.	2d6 **vendors** or **hucksters**
9–14.	Both 2d6 **temple goers** (as above) and 2d6 **vendors** or **hucksters**
15–17.	Use the City Encounters Chapter
18–20.	No encounter

By-Water Road

By-Water Road passes numerous shops and taverns as it heads south from Twilight Road to wind along the edge of the Estuary of Roglaroon before meeting Fog-Street.

The vast numbers of shops and taverns means that there are always at least 3d6 pedestrians in the road at all times of the day (though not the night).

1–10.	**Horse race** between 1d12 mounted riders. There is a 1–12 on 1d20 chance that a horse race could run a party off the road, forcing them to seek refuge in a shop or alley, and a 1–2 on 1d20 chance that someone particularly slow might even be run over (3d6 damage from trampling, Reflex save DC 12 to avoid)
10–16.	Use the City Encounters Chapter
17–20.	No encounter

Caravan Street

A wide, lantern-lit lane extends from Regal Street to the east, past Wailing Street to the west passing by various shops, as well as the City Jail and the School of Ancient Knowledge. The street is frequented by large caravans.

There are always 3d6 pedestrians and 1d6 horsemen here at all times of the day (though not the night).

1–6.	Passing caravan causes a 5d6 minute travel delay
7–14.	Use the City Encounters Chapter
15–20.	No encounter

Caravan Street, Large Alley South of

The large, winding alley south of Caravan Street is almost as well traveled as many streets in the city. Unfortunately, the dirt here swiftly turns to a thick mud that can delay movement.

There are always 2d6 pedestrians and 1d4–1 horsemen present at any time of the day (but not at night).

Regardless of encounters, there is a 1–6 on 1d20 chance that the road is extremely muddy, cutting movement speeds in half.

1–12.	Use the City Encounters Chapter
13–20.	No encounter

Constable's Street

More an alley than a street, this gravel road leads from the back of the Constable's barracks to Twilight Road. Travelers without any apparent purpose stand a small chance of being arrested for loitering (1–3 on 1d20).

1–8.	1d8 constables
9–12.	Use the City Encounters Chapter
13–20.	No encounter

Street of Crafts

The Street of Crafts winds its way through the northeast corner of the City State touching on various alleys and streets while passing by the shops and stalls of various craftsmen.

Narrow, and popular, there is a 1–7 on 1d20 chance that the street is blocked by carts or carriages delivering or picking up goods causing a delay of 4d4.

There are always 2d6 pedestrians and 1d6 vendors here at all times of the day (but not the night).

1–8.	Use the City Encounters Chapter
9–20.	No encounter

Cross Road

This short, wide road crosses from the Street of Maelstroms over to Regal Street, passing the end of Ox-Cart Road.

1–8.	An enraged **ox** attacks the nearest party member
9–14.	Use the City Encounters Chapter
15–20.	No encounter

Cutpurse Row

Cutpurse Row trails off the Street of Shadows leading to several dark alleyways. The dark shadows and nearby alleys make it a perfect location for robberies.

1–8.	Marked as possible targets for robbery by a small group of thieves or thugs; they attack the PCs if they do not seem powerful or if they outnumber the PCs by two or more, otherwise they wait for an easier mark
9–13.	Use the City Encounters Chapter
14–20.	No encounter

Damp Street

This short street connects Haggle street and the Street of Crafts and is sparsely populated at night due to rumors of **werewolves** in the area.

1–6.	Use the City Encounters Chapter
7–20	No encounter

At night: There is a 1–5 on 1d20 chance that **werewolves** (1/party member) attack the party if they travel here at night.

Dim Street

Dim Street trails off Hazy Street to a dead end. It is plagued by the same strange fogs, leading to near abandonment of this area during most days. There is a 1–6 on 1d20 chance of fog reducing vision to 5 ft.

1–5.	Use the City Encounters Chapter
6–20.	No encounter

Dead-Broke Street

Heading east from Regal Street, Dead-Broke Street passes a series of decrepit buildings and shadowy alleys. Swarming flies plague the area, and tend to encircle travelers.

1–10.	Swarm of flies, see the *MM*, reduces vision to 2 ft. for 2d6 rounds
11–15.	Use the City Encounters Chapter
16–20.	No encounter

End Gate Road

End Gate Road is a wide lane running from the Southwest corner of the city and Water Rat Road up to Wailing Street. Although somewhat safe due to the number of guards that travel here, there is a chance of being impressed by guards for stable cleaning and weapon sharpening (1 day of labor).

1–4.	Impressed by 2d6 guards for stable cleaning and weapon sharpening
5–12.	Use the City Encounters Chapter
13–20.	No encounter

Festival Street

Stretching from Slave Market Plaza to the Plaza of Profuse Pleasures, Festival Street is dedicated to a variety of "simple" pleasures and is heavily traveled by all classes of society, particularly nobles.

1–4.	A group of **nobles** and their retinue (10+2d6 total persons) harass PCs on the road, attacking only if they are insulted.
5–10.	Use the City Encounters Chapter
11–20.	No encounter

Fog Street

The short lane connecting By-Water Road to Beggar's Street is plagued by strange fogs that have been known to blind some travelers.

1–2.	"Blinding fog" (Fort. save DC 12 or blind for 1d6 days)
3–9.	Use the City Encounters Chapter
10–20.	No encounter

Grimy Street

This grimy dead end off Silk Merchant Street is full of filth and refuse and is a potent source of disease so most citizens avoid it completely.

Characters eating food or drinking water from this street have a 1–5 on 1d20 chance of contracting Cholera (see the Diseases Appendix).

1–9.	Use the City Encounters Chapter (but treat as an Alley, not a Street despite its name)
10–20.	No encounter

Guardsman's Road

Running east from Regal Street to Old South Road, this narrow lane is populated by a wide variety of guardsmen and mercenaries in addition to the ordinary citizenry.

There are always 2d4 guardsmen here at any time.

1–4.	2d6 **guardsmen** stop and question the PCs on the road.
5–12.	Use the City Encounters Chapter
13–20.	No encounter

Haggle Street

Looking more like a wide alley along the east wall than a street, Haggle Street connects to several alleys as well as the Street of Crafts to the west and Damp Street to the north. Haggle Street is avoided by many travelers because even close friends can find themselves at odds here.

1–9.	Will save [DC 12] or begin arguing with the nearest person.
10–15.	Use the City Encounters Chapter
16–20.	No encounter

Hazy Street

Trailing off Slash Street to meet Dim Street and a dead-end, Hazy Street is usually avoided due to the heavy fog that often covers the street.

1–5.	Fog, vision limited to 2 ft.
6–10.	Use the City Encounters Chapter
11–20.	No encounter

Hedonist Street

This narrow road leads straight from Beggar's Street to the Plaza of Profuse Pleasures and passes by a wide variety of decadent shops where prurient travelers can act out their dark thoughts. Knowing the base thoughts and nature of travelers here, houris have a tendency to accost travelers and delay their movement.

1–8.	3d6 streetwalkers (roll on streetwalker table) detain the PCs for 6d6 minutes through conversation and offers.
9–13.	Use the City Encounters Chapter
14–20.	No encounter

Street of Maelstroms

Almost at the heart of the City State, the Street of Maelstroms runs from Cross Road to Caravan Street intersecting with both Tempest Street and Murky Street during its short trip.

There are always 2d4 pedestrians here at any given time.

1–15.	Use the City Encounters Chapter
16–20.	No encounter

Muggy Street

This short lane off Guardsman's Road is often a gathering place for hungry peasants.

1–8.	2d6 **hungry peasants** (Com1) come forward begging for food, delaying the PCs for 3d6 minutes unless disposed of
9–14.	Use the City Encounters Chapter
15–20.	No encounter

Murky Street

Trailing west from Slave Market Plaza, Murky Street finally runs into Water-Rat Road. Giant leeches love the tall buildings and moist air.

1–4.	a **giant leech** drops on a random PC (CR 2; hp 11; see the ***Tome of Horrors*** by **Necromancer Games**)
5–10.	Use the City Encounters Chapter
11–20.	No encounter

Old South Road

Running from Guardsman's Road up to Slash Street, Old South Road is heavily traveled despite the disease bearing mosquitoes (1–6 on 1d20 chance of mosquito swarm in spring and summer) that often swarm in this area. Close proximity to one of the guard barracks tends to keep crime low, at least during the daylight hours.

There are always 2d6 pedestrians, 1d6 horsemen and 1d4 merchants here at all times.

1–16.	Use the City Encounters Chapter, re–rolling any result that call for an encounter with persons with criminal intent; if the re–roll results in a criminal encounter then that encounter occurs (crime is merely reduced, not eliminated)
17–20.	No encounter

Ox-Cart Road

Ox-Cart Road runs north from Cross Road to head out of the City through the North Gate. As a major street, carts, oxen, and the dung the animals leave behind often cause delays (1–8 on 1d20 of a 2d6 minute delay).

There are always 3d6 pedestrians, 1d8 horsemen and 1d6 carts here at any time.

1–16.	Use the City Encounters Chapter
17–20.	No encounter

Plaza of Profuse Pleasures

The vast, cobblestone plaza is heavily populated with people seeking "darker" pleasures. Perhaps it is the mood of the area, or the remains of an ancient spell, but everyone visiting the area stands a chance of acquiring "dancing sickness" forcing them to dance until unconscious.

1–3.	"Dancing sickness" (Will save [DC 13] or dance until unconscious; lasts 1d6 days unless a *cure disease* or more powerful healing spell is obtained)
4–15.	Use the City Encounters Chapter, modifying all results to reflect the darker pleasures of the plaza
16–20.	No encounter

Prefect Street

This short, wide street of cracked paving stones passes before the various courthouses and is heavily traveled. An **efreet** lives somewhere along the rooftops above and periodically jumps down and steals items from passersby.

1–2.	The **effreet** jumps down and attempts to steal items from the PCs
3–12.	Use the City Encounters Chapter
13–20.	No encounter

Regal Street

Considered the main artery into the city as it leads in from the Gate of the Gods to the south, Regal Street is one of the few roads seeing regular maintenance. Broken cobblestones are replaced and refuse is removed in a reasonable period of time. The road is maintained due to military necessities rather than out of concern for the citizenry. Sporting double the normal amount of traffic there is a chance the unwary traveler can be knocked to the ground.

There are always 2d8 pedestrians, 2d6 vendors, 1d6 horsemen, 1d8 guardsmen or constables, 2d4 carts and 2d4 merchants here at all times of the day and the above numbers at night, though no carts usually.

1–6.	Knocked to the ground by traffic (Reflex save [DC 14], Ride check [DC 8] if horsed, or fall to the ground)
7–20.	Use the City Encounters Chapter

Scud Street

Scud Street trails off into alleys and roads near Silk Merchant Street. Often populated by wandering peasants as they make their way to different shops.

1–3.	3d6 peasants (Com1) attack the party due to an insulted daughter or some other perceived insult ("you think you are better than me?")
4–12.	Use the City Encounters Chapter
13–20.	No encounter

Sea Brigand's Street

Sea Brigand's Street passes beneath towering, aged buildings as it travels from By-Water Road to Beggar's Street. Impress gangs from ships in dock regularly seize people traveling the road.

1–7.	Press gang (3d6 thugs) mark the PCs for impressments; they attack if the PCs seem weak or drunk and if they outnumber the PCs by 2 to 1, otherwise they look for easier marks
8–12.	Use the City Encounters Chapter
13–20.	No encounter

Street of Shadows

Tall buildings with long overhangs give this narrow road its rather sinister name. The Street of Shadows runs east from Regal Street until it meets Cutpurse Row and the various alleyways in and around the area. The shadowy darkness leads to a great deal of thievery.

1–6.	2d4 rogues set upon the PCs, unless the PCs seem very powerful or outnumber the rogues
7–12.	Use the City Encounters Chapter, though treat as an Alley
13–20.	No encounter

Night: the chance of robbery increases to 1–10 on 1d20.

Shady Street

Named as much for the Litigation Tricksters Guild as for the tall buildings and wide eaves, Shady Street heads west from the Street of Crafts until it meets a much smaller alley.

1–2.	A kindly old litigation trickster considers the PCs to be beggars or charity cases and hands them 1d4 cp
3–15.	Use the City Encounters Chapter
16–20.	No encounter

Silk Merchant Street

Randomly populated by traveling vendors and wanderers, Silk Merchant Street is kept clean and repaired for the benefit of the Merchant's Guild headquarters. The few vendors that do wander the road are often unscrupulous enough to make false accusations of theft.

There are always 2d4 pedestrians, 1d3 carts and 2d6 merchants or vendors here at any time of the day (but not the night).

1–3.	A **merchant** wrongly accuses the PCs of theft, bringing 2d4 constables in 1d6 rounds
4–13.	Use the City Encounters Chapter
14–20.	No encounter

Silver Street

The wide lane stretches from Regal Street to end before the largest Money Lender in the City State.

There are always 2d6 pedestrians here as well as 1d4 carts, 1d3 horsemen, 1d4 constables or guardsmen and 2d4 vendors or merchants at any time of the day (but not the night).

1.	One or more of the PCs is mistaken for someone that insulted a peasant's daughter or otherwise angered a group of peasants and is attacked by 3d6 angry peasants (Com 1d4)
2–15.	Use the City Encounters Chapter
16–20.	No encounter

Slash Street

Slash Street makes a short run from Dead-Broke Street to Silver Street passing by alleys and Hazy Street. A family of giant wasps lives on a roof nearby and has a tendency to attack passersby.

1–3.	Attacked by 1d4 **giant wasps**; see the *MM*.
4–12.	Use the City Encounters Chapter
13–20.	No encounter

Slave Market Plaza

This circular plaza joins Festival Street on the north to Wailing Street on the south, and is bisected by Murky Street from east to west. Its kiln-dried tiles have witnessed the passage and transaction of countless slaves of various races and backgrounds, and the walls of the bordering buildings echo with the cries of the slave traders from sunup to sundown. Several businesses take advantage of the high traffic around the perimeter of the plaza. Tempers run hot in the fast-paced slave auctions; any character present has a 1 on 1d20 chance of being attacked by an irate bidder who has them confused with a rival.

Consult the Introduction and the NPC Appendix for comprehensive information on the slaves of the City-State, including price information and a slave creation table.

Slave Trader, male human Exp5: CR 5; hp 17; AL NE; SL 5; Str 12, Dex 11, Con 13, Int 12, Wis 10, Cha 14; Appraise +9, Bluff +12, Intimidate +10, Knowledge: Slavery +9, Sense Motive +8; Skill Focus: Bluff; whip, dagger.

Tempest Street

Tempest Street is a broad avenue running from east to west across the heart of the city, connecting Regal Street to the Street of Maelstroms. It is dominated by small businesses, but also includes the city's debtor's prison and a small inn. Wild dogs tend to gather in the alleys off Tempest Street, and occasionally attack passers by.

1–6.	PCs are attacked or witness an attack by a pack of 6d6 wild dogs (CR 1; hp 13 each)
7–12.	Use the City Encounters Chapter
13–20.	No encounter

Temple Street

Temple Street is the small city block between the Old South Road and the East Wall. A few taverns and business are present, but the edifices of the Temple of the Gargoyle dominate the street.

Due to phenomena that are related to the proximity of the temple, there is a 1–11 on 1d20 chance of amnesia striking a random PC entering the neighborhood (temporary amnesia lasting 2d6 minutes; Will save [DC 25] to resist).

1–12.	Use the City Encounters Chapter
13–20.	No encounter

Twilight Road

This broad avenue borders the Overlord's compound along one side, starting at its intersection with busy Ox-Cart Road and angling down to the Grand Gate in the city's outer wall. One side of the road is dominated by the Overlord's Summer Palace and the barracks and stables that host the military of the City-State. The other side of the road holds numerous private fest halls that cater to the militant class, as well as several independent businesses.

Heavy cavalry traffic and numerous parades of military unit and prominent aristocrats keep Twilight road busy, and even impassable at times. There is a 1–6 on 1d20 chance of being forced off the road or prevented from crossing it by a group of footmen, cavalry, knights or noble's retainers.

1–16.	Use the City Encounters Chapter
17–20.	No encounter

Wailing Street

This broad boulevard is an important trade district stretching from Slave Market Plaza down to End Gate Road. Numerous tiny shops crouch at the edge of the cobblestones, as well as the large Temple of Pegana. Proximity to the slave market ensures that the side streets and alleys in this neighborhood are not a safe place; slavers wait around every corner to kidnap lone pedestrians.

1–6.	PCs are attacked by 1d6 slavers, unless recognized as important personages (chance of recognition equal to PC's SL x 5%)
7–14.	Use the City Encounters Chapter
15–20.	No encounter

Wall Street

Shadowed by the North Wall and large buildings to the south, Wall Street provides nothing more than a secondary route off Silk Merchant Street and Belfry Street. The aging walls often drop large rocks.

1–4.	A large rock falls towards a random PC (Reflex save [DC 14] or 4d4 points of damage)
5–12.	Use the City Encounters Chapter
13–20.	No encounter

Water Rat Road

This road is host to numerous small shop, most of which cater to the shipping industry in some fashion. Water Rat Road, often cloaked in fog from the estuary, runs from Murky Street down to the End Gate. It also encompasses a maze of narrow alleys between the main road and the waterfront, a sure destination for illicit trade and subterfuge.

1–5.	PCs are solicited by 1d3 **rogues** to enter into a transatction either as buyer or seller for contraband goods.
6–12.	Use the City Encounters Chapter
13–20.	No encounter

CHAPTER EIGHT: LOCATIONS IN THE CITY STATE

The following numbered locations are designed to help the Judge bring the City State to life. The locations include homes, craftsmen, stores, clubs, taverns, for people from all walks of life. Even a trip to the market in the City State can be dangerous to the unwary so citizens of the City State tend to stay in the areas they know best. The Judge should feel free to tweak, modify, change, or eliminate any of the locations below in favor of their own campaign design. We deliberately provide just enough information to start you off and leave the rest to you and your PCs. The locations presented below are not meant to be set in stone but rather as tools to spark the imagination and make your job as Judge a little bit easier.

Locations 1–12

The observant Judge should soon notice a number of locations numbered between 1 and 12 in various streets and alleys of the City State map. These numbers, and the lack of associated information, are deliberate. We encourage the Judge to add their own descriptions, whether they are homes, bars, stores, or warehouses at these locations. When creating a location choose a spot on the map and make certain you note the number and the closest street to make it easy for you to locate again. As you add to the City State, it becomes your own. Rather than discouraging changes to the City State, we do the opposite. We want you to make changes to the locations and NPCs presented here to make them your own. We know that every change you make goes an added step toward making the City State yours. The more individualized it becomes, the more you will use it, and nothing would make us happier.

We encourage you to start out with the City State by picking a location on the map and creating a description for it. Perhaps it is simply the home of the parents of one of the PCs in your campaign, a bar, a store, a brothel, a secret temple, a merchant's office, or some spot important for starting your campaign in the City State. Once you start with a location that is your own, you'll begin to think about other locations and NPCs as they relate to what you have created and what actions your PCs have taken.

13. The Balor's Eye

Lewd paintings clash with abstract tapestries along the outer walls of the massive tavern and gambling hall. Perfumes and scented oils make a concerted, desperate effort to cloak the smoke, sweat and filth of the patrons and personnel, only to lose the battle. Only open from dusk to dawn, customers of various skills and backgrounds (NA [6+1d6]x10; lvl 1d12) can be found gambling or enjoying the shows during regular hours.

Crusty Bibulis, a reclusive wizard whose skin is covered with an unidentified scaly yellow growth, owns The Balor's Eye but leaves day to day operations to **Rizome the Barkeep** (Ftr4; Profession (bartender) +5; longsword). Crusty is usually secluded in his quarters located atop the staircase behind the bar, coming out rarely to check on the tavern. Rizome uses **20+1d10 human slaves** (Com1) to serve drinks and meals as well as maintain the wide variety of gambling tables. Food and

drink served include; wine (5 cp), mead (4 cp), roast leech (3 sp), snake stew (2 sp), beaver tail (7 sp), and frog legs (3 cp).

Entertainment provided by **Grunting Eudeina the Bellydancer** (Brd2; Cha 18; Perform [dance] +7, Perform [poetry] +6, Profession [exotic dancer] +6; dagger), **Vederburn the Minstrel** (Brd3; Cha 17; Perform [percussion] +4, Perform [poetry] +5, Perform [stringed instrument] +5, Perform [wind instrument] +4; dagger), and a **36 girl floor show** (each an Exp1; hp 5; Profession [dancer] +5) maintains a dedicated customer base while drawing in a variety of travelers. Gather Information checks have a +5 bonus here due the wide variety and background of the clientele, but information is often untrustworthy or even designed to lead victims into traps.

Crusty Bibulis, male human Wiz5: CR 5; hp 22; AL N; SL 7; Str 11, Dex 10, Con 13, Int 17, Wis 12, Cha 12; Toughness; dagger, *wand of fireball* (17 charges, caster level 5), *arcane scroll of disintegrate*. Crusty keeps the door to his room protected by an *arcane lock* spell.

14. Boot & Strap

An aroma of new leather wafts through the doorway above which a large sign reads, "Elves & Halflings Axed on Sight in Shop." The massive battle-axe over the counter has a well-worn haft and a very sharp blade, not surprising considering the temperamental reputation the owner, **Karugy One-Eye**, has gained over the years. Karugy maintains the store with the assistance of his ogre wife, **Aliadar** (female ogre). Karugy has at least 28 pairs of boots in stock with a 20% chance of fitting anyone that happens to enter, and can make boots to fit specific customers within 2–3 days. Karugy's boots are sturdy, soft, and surprisingly elegant. His main clientele includes a number of bandits, thieves and ogres and he generally has **1d6 customers** (lvl 1d6) in his shop at any one time.

A secret compartment (Search DC 20) in the counter holds a **strongbox** containing 3 gp, 538 sp, and 234 cp. A **trapdoor** hidden behind the counter (Search DC 20) leads down to the tunnels beneath the city

A door in the rear of the shop leads into private quarters where a quick search turns up 4 kegs of wine, and a roast pig. More detailed searching turns up a key to the strongbox above hidden in the pocket of a cloak hanging on a peg near the door (Search DC 24) and a map to 3000 gp hidden in the **Despot Ruins** is tucked into the drawer of a decrepit night stand (Search DC 26).

Karugy One-Eye, male human Ftr3: CR 3; hp 30; AL CE; SL 5; Str 13, Dex 14, Con 14, Int 9, Wis 8, Cha 14; Iron Will, Weapon Focus (greatsword); greatsword, 3 gp in a belt pouch.

15. Seal Maker

Nervy Bnazoth creates and sells seals out of the front room of his home. The regular income from his business (170 gp/month for gold seals, 60 gp/month for silver seals, and 15 gp/month for wood seals) helps conceal the added "gifts" he receives as the warlock heading a secret coven of witches within the city. These gifts total 280 gp/month.

Nervy's home is a complete mess and is generally cloaked with clouds of pipe smoke that never completely dissipate. He stores some of his accumulated wealth (1600 gp) in an **invisible trunk** (unlocked, requires Search DC 20 and the ability to see invisible items) in the corner that is guarded by a **coral snake**. The snake lives inside the trunk, which is riddled with holes allowing it to breathe; it only attacks if someone other than Nervy opens the chest.

Nervy Bnazoth, male human Wiz5: CR 5; hp 19; AL N; SL 7; Str 10, Dex 12, Con 12, Int 17, Wis 15, Cha 9; *wand of magic missile* (33 charges; caster level 5), masterwork dagger, *+1 ring of protection*.

Coral Snake (Viper, Tiny): CR 1/3; hp 1; see the MM.

16. Constable's Barracks

A large stone building with thick outer walls provides housing for all of the constables of the City State. The building is divided into large, spacious rooms that are kept as clean as regulations dictate. Prisoners are chained to the walls when confined here so there are no cells. **Bull Jirelmor** personally commands the 300+10d6 constables that patrol the City State. Unfortunately, Bull is known for rash decisions and a lack of planning causing regular problems. At any one time 20+1d6 patrols are out in the city leaving **10d10 constables** (Ftr1; spear and mace) in the barracks served by **2d6x10 slaves** (Com1; dagger) along with **2d6 prisoners** (Com1s) held in the cells.

Constables are highly paid by most standards, receiving 10 gp per month, but from their wages they must donate 1 gp to a temple, 1 gp to the constables' ball fund, 1 gp toward Bull's birthday gift, and spend 3 gp per month on clothing (soiled clothing being sold for 1–6 sp). Each constable is permitted 1d3 slaves, a large footlocker for their clothing, and a personal set of wall chains for detaining prisoners. Gambling drinking, shouting, swearing, running and sneezing in the barracks is punished by a fine of 2 gp per offense. Each constable's chest contains 1d4 gp, 4d6 sp, and 2d6 cp as well as their garish clothing which is difficult to sell for more than 2d6 sp total. Constables themselves vary in personality and disposition but generally do not provide information to those below their social level (Gather Information check [DC 20], Diplomacy check [DC 15], since their initial attitude is unfriendly) but are happy to discuss matters with those of a higher social standing (Gather Information [DC 10]). Further information on the Constables is found in Chapter 2.

Bull as a small private room in back of the building where he keeps his valuables and clothing. The constables' ball fund **chest** containing 3236 gp is also stored here. The chest has a false bottom with a nasty **poison needle trap** hiding 4 pieces of jewelry (200 gp each), 6 50 gp gems, 275 gp, and 340 sp.

Poison Needle Trap: CR 3; mechanical; location trigger; manual reset; Atk +8 ranged (1 plus giant wasp poison); Search DC 22; Disable Device DC 22.

Bull Jirelmor, male human Ftr5: CR 5; hp 47; AL LE; SL 8; Str 13, Dex 10, Con 17, Int 9, Wis 8, Cha 15; Iron Will, Weapon Focus (mace), Weapon Specialization (mace); *+1 mace*, masterwork full plate.

17. The Silver Goblet

Bakrog the Beastly runs a surprisingly clean, classy, establishment frequented by nobles, tradesmen, and trappers (NA 10+1d6, lvl 1d6). Heavy stone urns and vases of unknown origin dot the small niches in the wood-paneled walls while robes and odd trapeze arrangements hang from the support beams above. **Trifid Thornwik** (Ftr4; longsword) assists Bakrog in overseeing **4 barmaids** (Com1) and **3 dwarven acrobats** that provide both entertainment and service when needed (Dwarf Rog1; Balance +6, Tumbling +6, Perform [comedy] +4). Bakrog encourages patrons to play cards and gamble if they wish, but requests a 5% cut of all winnings, a request enforced by sword when necessary.

The bar supplies rather mediocre ale and excellent elven wine at standard prices but the kitchen provides frog legs (2 sp), otter stew (5 sp), and highly seasoned lizard steaks (2 gp) that are rapidly becoming a local favorite.

Bakrog the Beastly, male human Ftr9: CR 9; hp 90; AL N; SL 8; Str 14, Dex 12, Con 18, Int 12, Wis 10, Cha 10; *+1 longsword* (grimy, leather bound hilt, appears mundane when sheathed), *+2 amulet of natural armor*.

18. Phrenologist

Tarneknar Polli studies the head bumps of his customers for one hour before making forecasts of events affecting them in the near future. He charges 10 gp per customer for vague information that, although only 60% accurate, is given with such authority that it is easily believed. Tarneknar is a slob, only the chairs and pillows for his customers remain free of clothing, old notes, and moldy books. His wardrobe conceals a secret teleporter to his laboratory 5 levels below. One of his laboratory benches has a **locked drawer** (Open Lock [DC 28]) containing 1600 gp and spellbooks with 4 5th–level

spells, 8 4th–level spells, 12 3rd–level spells, 12 2nd–level spells, 12 1st–level spells, and 12 0–level spells. Straw coating the floor of a strange cage in the laboratory conceals two *potions of bull's strength*.

Tarneknar Polli, Male Human Wiz10: CR 10; hp 56; AL N; SL 6; Str 7, Dex 11, Con 16, Int 16, Wis 14, Cha 10; *wand of cone of cold* (12 charges; caster level 10), *+2 bracers of armor*, masterwork dagger.

19. Gaming House

This rather bold gambling house is run by **Verstagin the Renegade** who uses **15 kobolds** and **10 hired rogues** (Rog2) to help keep an eye on both the games and the customers. Open from sundown to sunup, 20+1d10 customers (lvl 1d8) can be found here during normal hours. The many bandits and guards that frequent the gaming hall are interested in enjoying themselves and rarely come into conflict. Discussions here focus on the games, and the betting, but can sometimes include tall tales on strange subjects (Gather Information checks are DC 10). Winners are loudly praised and treated well in an effort to conceal the house take. The wide variety of games played here includes standard betting games, as well as new creations by Verstagin. Virtually all of the games are rigged to guarantee the house a profit despite whatever individual winnings a gambler might achieve. Losers do have a tendency to blame winners rather than the house, usually saving their anger for revenge at a later date.

Verstagin the Renegade, male human Ftr6: CR 6; hp 49; AL LE; SL 5; Str 16, Dex 13, Con 14, Int 10, Wis 12, Cha 8; masterwork longsword, masterwork dagger, studded leather armor.

20. Locks

This small, odd-shaped shop is owned by **Scopgradon**, an extremely skilled craftsman that makes nothing but locks. He sells most of his locks to other craftsmen for use in doors and chests, but also supplies locks to any other customers. Tools line the walls of the extremely clean shop and a there is a **triple-locked chest** (Open Lock [DC 35, x3 for three separate locks]) chained to a steel post in the back of the room (containing 550 gp). An unlocked **cashbox** on one of the workbenches contains 15 sp and 50 cp.

Scopgradon's **steel locks** cost 1d6x100 gp, based on size, artistry, and number of keys provided, and use the following statistics: Hardness 15; hp 100; Break (DC 30); Open Lock (DC 35).

Scopgradon, male human Ftr5: CR 5; hp 32; AL LE; SL 6; Str 13, Dex 12, Con 11, Int 14, Wis 15, Cha 14; Craft (locksmith) +10; masterwork dagger.

21. Kick's Tavern

Customers willingly pay a 5 gp cover charge to view **Jenisha of Rumpf** (Brd1; Cha 17; Perform [dance] +8, Perform [sing] +5, Profession [exotic dancer] +4; Skill Focus [Perform Dance]), an exotic dancer with such skill and reputation that traffic is occasionally blocked by customers waiting outside. **Kick Lanabol** has his **10 slaves** (Com1) and **2 cooks** (Ftr2) serve bone platters of salty bear bacon for free, but charges 2 sp for a mug of ale to wash it down. Jenisha's skills, and Kick's ability to advertise them, draw in 60+6d10 customers spanning all social levels and professions (lvl 1d12). Wealthier nobles and aristocrats often "dress down" to conceal their wealth or standing before visiting. Gather Information checks in Kick's are DC 10 due to the wide variety of people and backgrounds present. Proceeds from each night (550 + 15d10 sp) are kept in a **locked chest** (Open Lock [DC 35]; Kick has the only key) behind the bar.

Kick Lanabol, male human Wiz7: CR 7; hp 19; AL N; SL 6; Str 13, Dex 14, Con 11, Int 16, Wis 10, Cha 13; *wand of magic missile* (38 charges, caster level 7), *+1 ring of protection*, masterwork dagger.

22. Ale Shop

Sturdy shelves along the back walls support numerous kegs of dwarven ale imported from Thunderhold. **Dandy Damaragel** sells the imported ale at 10 gp per 8 quart keg and does enough business he hired **Dalkin** and **Priswinky Longtoes** (Halfling Exp1; Diplomacy +6), a halfling couple, to assist him. A **cashbox** behind the small counter in the center of the room holds a mere 36 gp, Dandy keeps the rest of the store proceeds on his person.

Dandy Damargel, male human Ftr9: CR 9; hp 81; AL LG; SL 6; Str 16, Dex 13, Con 16, Int 10, Wis 12, Cha 8; *+1 longsword*, *+2 ring of protection*.

23. Tripping Trident Tavern

Decorated with sails, and the flags of various merchant ships, the Tripping Trident is a known haven for adventurers, brigands, buccaneers, and pirates (NA 4d6, Ftr and Rog lvl 1d4). **Magloc Nippy**, the jovial owner, is fond of tales and has been known to provide free drinks as payment for particularly interesting tales. He also enjoys weaving the tale of his own capture by worshippers of a sea god, and his narrow escape from being sacrificed.

Magloc Nippy, male human Ftr4: CR 4; hp 34; AL LG; SL 6; Str 15, Dex 13, Con 14, Int 11, Wis 8, Cha 12; Iron Will; masterwork longsword. Nippy has a map of the temple from which he escaped and is willing to trade it for an equal share of recovered treasure.

24. Cook

Despite its small size and out of the way location, customers flock to **Flaxen Nanielia's** storefront for carefully spiced roast goose (2 sp). She begins selling food everyday at noon and closes up shop whenever she runs out, which is sometimes only a few minutes. Her regular customers include a large number of young constables

that consider her a mother figure and provide her with all of the consideration, respect, and assistance they can. An unkind word to or about Nanielia rapidly draws the ire of the constables.

Flaxen Nanielia, female human Ftr3: CR 3; hp 27; AL LG; SL 4; Str 13, Dex 10, Con 14, Int 10, Wis 11, Cha 14; cleaver, a small sack holding 58 sp and 210 cp.

25. Messy Massage

Curtains divide the massage hall into individual rooms where customers receive a thorough massage at the hands of **Rettha the Stroke**, **Ponderona Pruba**, or **Liewalik Wamig**. Only four customers can be handled at one time, but guardsmen, buccaneers and sailors (NA 2d6x10, Ftr and Rog lvl 1d6) wait in line to be beaten with herbs, given an oil bath, scraped, and pounded for 4 sp each. The pounding massages are performed with enough force that customers have been known to leave with fractured ribs (10% chance). Customers are kept under control by **10 combat slaves** (Ftr1; longswords). A **cashbox** behind curtains in the back corner of the room contains 3 gp, 204 sp, and 15 cp and each of the masseurs wears a considerable amount of jewelry.

Rettha the Stroke, female human Ftr5: CR 5; hp 42; AL CG; SL 7; Str 12, Dex 13, Con 14, Int 10, Wis 12, Cha 16; masterwork dagger, 280 gp in jewelry.

Ponderona Pruba, female human Ftr4: CR 4; hp 34; AL CG; SL 4; Str 13, Dex 11, Con 15, Int 13, Wis 12, Cha 7; masterwork dagger, 200 gp in jewelry.

Liewalik Wamig, female human Ftr3: CR 3; hp 24; AL CE; SL 5; Str 10, Dex 13, Con 12, Int 8, Wis 12, Cha 15; 150 gp in jewelry.

26. Glovemaker

Shelgrave the Sewer sells gloves made of varied materials including mouse skin (3 sp), minx (4 sp), bearskin (2 sp), and deerskin (5 sp) as well as almost any other fabric or leather. On any particular week there is only a 15% chance Shelgrave has a particular set of gloves, but gloves can be special-ordered for double the standard price. Shelgrave is an informer for the **Black Lotus** and has a piece of paper describing illegal gatherings in the sewer hidden in his cloak. A **cashbox** beneath his workbench contains 35 gp, 142 sp, and 14 cp.

Shelgrave the Sewer, male human Ftr4: CR 4; hp 34; AL N; SL 5; Str 12, Dex 15, Con 14, Int 11, Wis 13, Cha 10; *+1 dagger*.

27. Pleasure Dome

Owned by **Liar Mukang**, reportedly a far eastern prince, and guarded by **216 slaves** (Ftr2; hp 20; greatswords) guests lucky enough to be invited (NA 3d6, any PC or NPC class lvl 2d6) can enjoy constant feasting and shows by the **40 harem girls** (Com1), **26 dancers** (Exp1; Perform [dance] +7, Profession [dancer] +4), and **8 minstrels** (Brd3) that are always present. Uninvited visitors are brought before Mukang in shackles and invited to tell a tale. Those that successfully entertain Mukang and his guests (Perform [DC 16], or Diplomacy [DC 20] since his initial attitude is Hostile) may remain as guests for as long as 15 days, those that fail are beaten unconscious by the guards, stripped, and thrown into the street.

Mukang's private chambers are richly appointed with silk tapestries, blankets, and pillows covering almost the entire room. A small mahogany table in the room sup-

ports a crystal ball and the tapestries and pillows conceal both a carved **teakwood chest** containing *potions of enlarge person* and *neutralize poison*, and a **trapped ebony chest** (Open Lock [DC 35]) containing 3850 gp.

Poison Needle Trap: CR 5; mechanical; location trigger; manual reset; Atk +8 ranged (1 plus deathblade poison); Search DC 22; Disable Device DC 22.

Liar Mukang, male human Wiz6: CR 6; hp 20; AL CG; SL 9; Str 14, Dex 9, Con 10, Int 16, Wis 11, Cha 13; Toughness; *wand of fireball* (19 charges; caster level 6), jewelry totaling 2,500 gp.

28. Spear & Shield

Well-known for high quality spears and poor quality shields (30% split upon being hit), **Sum Simoorg** employs **4 elderly fighters** (Ftr3; Craft [weapons and armor] +6) to help make his wares. Simoorg purchased the shop recently and is already attempting to sell it for reasons he won't clearly explain. A **trunk** hidden in back of the shop holds 220 gp, the rest of Simoorg's wealth is wrapped up in the shop and its products. A sign outside the shop advertises the need for weapon makers, offering 2 sp per day.

Sum Simoorg, male human Wiz1: CR 1; hp 8; AL CE; SL 3; Str 8, Dex 12, Con 13, Int 16, Wis 12, Cha 13; Toughness; dagger.

29. Mouser

Dirty Davisher, an unkempt, ill-tempered young man, offers his rodent extermination services for a flat rate of 40 gp, placing his services well beyond the reach of most citizens. Davisher uses traps, poisons, and his *pipes of the sewers* to rid buildings of mice and rats, which are sometimes supplied as meat for orc banquets. Davisher is never seen without his **pet leopard**, which he talks to constantly. His stories of tiny rats using miniature crossbows, spears, and torches and walking on two legs have lead most people to consider him a bit mad.

Dirty Davisher, male human Ftr7: CR 7; hp 50; AL CG; SL 6; Str 13, Dex 14, Con 12, Int 11; Wis 16; Cha 8; Perform [pipes] +3; *+1 longsword*; *pipes of the sewers*.

Leopard: CR 2; hp 19; see the MM.

30. Beggar's Guild

Once weak and preyed upon by virtually everyone, centuries ago beggars joined together and organized. Often ignored on the street, they found they could easily overhear and collect information of great value and were eventually able to blackmail the nobles into officially recognizing their organization. While "begging" is still a trade practiced by the majority of beggars, the guild itself has moved into smuggling both information and items in and out of the City State. The Thieves' Guild views them as rivals and a quiet war between the two guilds has been active for the past 30 years. The Beggars' Guild protects itself by collecting information about major heists planned by the Thieves' Guild and leaking that information to the Royal Guard.

In reality, the guild is presently quite weak, only the shrewd management of **Guild Master Zeckfral** keeps it active and profitable. During the day and night 4d6 beggars (lvl 1d6) can be found here eating thin soup or resting. Zeckfral and the other guild leaders are usually here compiling information and deciding how best to use it.

Master Zeckfral, male human Rog6: CR 6; hp 35; AL N; SL 1; Str 9, Dex 16, Con 14, Int 16; Wis 12; Cha 7; dagger.

Smoothie Lastcon, male human Rog3: CR 3; hp 19; AL N; SL 1; Str 7, Dex 14, Con 14, Int 13, Wis 8, Cha 16; dagger.

Strumpet Sengorn, female human Rog2: CR 2; hp 11; AL N; SL 1; Str 13, Dex 11, Con 12, Int 10, Wis 12, Cha 9; club.

Soapy Mort, male human Rog4: CR 4; hp 24; AL CE; SL 1; Str 10, Dex 12, Con 15, Int 11, Wis 8, Cha 9; cane sword.

Paup Skinny, male human Com2/Rog2: CR 3; hp 10; AL N; SL 1; Str 8, Dex 14, Con 8, Int 13, Wis 14, Cha 10; dagger.

31. Carpenter

Once considered an easy target for thieves, **Cowering Tamurad** has hired **2 mercenaries** (Ftr3; chainmail, bastard sword) to guard his meager 520 gp, 320 sp fortune. Tamurad has been robbed ten times in the past year and is unusually paranoid when dealing with customers. Fortunately, he is a skilled carpenter and makes solid, artistic furniture. While he keeps a few pieces in stock, the recent robberies and the esteem his work holds in certain circles have lead him to work mostly on specific assignments or orders.

Cowering Tamurad, male human Ftr5: CR 5; hp ; AL N; SL 7; Str 16, Dex 10, Con 12, Int 14, Wis 15, Cha 16; Craft (carpenter) +10; masterwork longsword.

32. Glassblower

Anphisbir the Dim keeps an immaculate shop to avoid letting any impurities alter the beauty and nature of his glass products. He is an expert craftsman of bottles and Lenten glass windows, which keep him very busy supplying temples and magic users. He prizes the *potion of bull's strength* given to him by a customer, storing it with bottles on the shelf along the back of the shop (Search DC 25), and keeps his fortune (590 gp, 280 sp) hidden in a colored glass jar in the corner.

Amphisbir the Dim, male human Ftr4: CR 4; hp 30; AL CG; SL 4; Str 12, Dex 15, Con 13, Int 12, Wis 11, Cha 10; Craft (glassblower) +8; masterwork dagger.

33. Carver

Bellarop's poor woodcarving skills and bad manners would lead most in his position to starvation. Fortunately, his secret *efreeti bottle* (Search DC 25) helps him keep his pockets, stomach, and shop full. He does donate a large portion of money to the **Temple of the Toad** (area 61), saving only enough to live comfortably on.

Bellarop the Cudgel, male human Clr4: CR 4; hp 33; AL LG; SL 6; Str 11, Dex 12, Con 16, Int 10, Wis 14, Cha 7; *+1 mace*.

34. Wild Surf Tavern

Lindworm Oyveloor and his **12 female slaves** (Com1; Profession [waitress or cook] +4) operate this smoky, dingy tavern. Catering to sailors, artisans, and off-duty constables (NA 20+1d6, Ftr lvl 1d8), the tavern is decorated with sailing themes including nets hanging along the ceiling beams and stuffed fish and pieces of old ships hanging on the walls. Lindworm has several rooms that he rents out for 2 gp/night, including a servant. The tavern is known for its tasty shambling mound salad (2 cp) and beaver tail roast (4 sp). Various card games are allowed and encouraged, as long as participants agree to give 2% of the winnings to the house.

Lindworm Oyveloor, male human Ftr6: CR 6; hp 49; AL LG; SL 6; Str 13, Dex 11, Con 14, Int 12, Wis 12, Cha 11; masterwork axe.

35. Bear Trainer

Drelorlac trains bears for a variety of different tasks and presently has **3 dancing bears** (300 gp), **2 watch bears** (400 gp), and **1 acrobatic bear** (500 gp). Drelorlac often takes long treks into the wilderness with his bears, sometimes staying away for as long as a month. He keeps 20 gp hidden in a sugar bowl inside one of the cabinets (Search DC 25).

Drelorlac Longwalk, male human Rgr4: CR 4; hp 30; Str 12, Dex 14, Con 13, Int 10, Wis 14, Cha 10; Handle Animal +7, Survival +7; masterwork spear.

36. Gatekeeper

Thinway Abun is gatekeeper for the North Gate and, as such, is entrusted with a duplicate key. He is accompanied by four stout dwarves, **Bobar**, **Berkal**, **Bomash**, and **Bungri** (Dwarf Ftr2; hp 21; greataxe) and often has visitors (10% chance).

Thinway Abun, male human Ftr5: CR5; hp; AL LG; SL 9; Str 12, Dex 15, Con 9, Int 12, Wis 10, Cha 14; Diplomacy +6; masterwork longsword. Thin to the point of frailty, Thinway has a handsome grace and friendly personality that makes him well-liked and respected by other guards and gatekeepers in the City State. It is no secret that Thinway's position comes mostly through his friendship with Prince Glisonyagazinat and Llangwellan the Wizard.

37. Wall Captain

The captain's quarters and office are impeccably clean, and devoid of any extra decorations. **Sarwan the Hairless**, a respected warrior, is in charge of all of the guards patrolling the wall along the North Gate. Sarwan's loyal friend and servant **Banbag Steadyfoot** (Halfling Rog7; *+1 dagger*) is often found here during the day, assisting in some of the more mundane tasks of planning schedules and patrols. A **wood chest** (Open Lock [DC 32]) beneath Sarwan's desk holds 54 gp, 210 sp, and 346 cp as well as 5 silver tankards worth 140 sp each. The tankards have added value for Sarwan as they were recovered from the ruins of his father's manor.

Sarwan the Hairless, male human Ftr7: CR 7; hp 64; AL LG; SL 10; Str 13, Dex 14, Con 17, Int 13, Wis 8; Cha 14; Iron Will, Leadership; *+1 greatsword*. Sarwan is a broad-shouldered gentleman of average height with a distinctive nose, high cheekbones, and cleft chin. Despite the varied rumors, the truth of Sarwan's hairlessness can be traced to a failed attempt to poison him at a local tavern. He survived the poison, but side-effects caused him to lose all of his body hair. Sarwan serves the City State loyally, but is always seeking information about **Kemul the Ogre,** who destroyed his father's manor and killed his family.

38. Bloody Tusk Banquet Hall

Halfdan the Smiter, an elderly fighter that lost his tongue in a vicious battle long ago, somehow attracts a wide variety of customers to the smoke-filled hall. Although mute, Halfdan's hearing is excellent and his signs and gestures are easy to interpret. Sounds of laughter, jests, and various bits of music pour out the door after bouncing off the sturdy wooden walls. Adventurers and citizens of every class (NA 40+2d6, any PC or NPC class lvl 1d6) come to view entertainment provided by **12 belly dancers** (Exp2, Perform [dance] +6) and the patrons themselves. Each group is given its turn to toast a comrade-at-arms, and depending on the outrageousness of the saga, is cheered or tossed out (Perform check [DC 10], if failed must make a Diplomacy check [DC 15] to avoid being tossed out, since their attitude has become Unfriendly). Most do come for the entertainment and the mead (3 cp) but many also order whale blubber (2 cp), eel steaks (1 sp) or even roast pig (1 gp).

Halfdan has been known to spike drinks with an unknown compound (unconscious for 2d6 hours, Fort save [DC 17] negates) for payment based on the victim, as well as the person making the request.

The wide variety of people and backgrounds, and the stories that are told for entertainment, make Gather Information checks in the hall DC 10. Unfortunately,

much of the information includes exaggerations or falsehoods unknown even to the individuals providing it.

Halfdan the Smiter, male human Ftr4: CR 4; hp 26; AL CE; SL 6; Str 10, Dex 11, Con 10, Int 13, Wis 15, Cha 14; greatsword. Elderly Halfdan is friendly, jovial, well-liked, and respected. Any disrespect shown to Halfdan results in a firm beating by other patrons before being thrown into the street.

39. Armorer

Overwhelming heat, and the ringing of a blacksmith's hammer leaves no question as to the purpose of this small shop. Although there is no sign, **Karovan** is famed for twice-forged iron and high quality weapons and most guards, constables, and adventurers know where he works. He has standard quality weapons and plate mail available but can make masterwork quality weapons and plate mail within 7 days if paid in advance. His lone apprentice, **Renvarch the Brawny** (Ftr3; spiked hammer) works diligently on any project given to him, but tends to focus on making swords. A tabard of gold (1250 gp) is hidden beneath the forge (Search DC 35) and a **locked chest** (bottle of green wine, spiked mace, 160 gp, 431 sp, 35 cp, 1 turquoise gem [15 gp], and a pouch containing an *efreeti bottle*) is chained to the back wall.

Karovan the Old Marshal, male human Ftr5: CR 5; hp 42; AL CG; SL 7; Str 17, Dex 15, Con 14, Int 12, Wis 8, Cha 13; *+1 longsword*.

40. Candle Shop

Smelling of burnt wax and odd fragrances, the shop is cramped, messy, and the floor is dotted with spots of dripped or spilled wax that has hardened to soft, slippery crust. **Calpernis the Deaf**, a stoop-shouldered former adventurer, sells ordinary candles (10 for 1 cp) as well as special-order candles for religious ceremonies. Special orders cost 1d6 sp depending on the difficulty and take 1d4 days. Calpernis lives with his young daughter **Arsieniana** (Ftr2; dagger), a feisty, pale-skinned, red-head that plans to leave for a life of adventure as soon as she believes her father is safe. Arsieniana wears jewelry worth 250 gp, and the **cashbox** holds 33 sp and 314 cp.

Calpernis the Deaf, male human Ftr6: CR 6; hp 43; AL N; SL 7; Str 10, Dex 15, Con 12, Int 14, Wis 8, Cha 13; Iron Will; dagger, ornate silver ring (30 gp).

41. Ale

Kegs are stacked high on the shelves and floor, making the room cramped and uncomfortable. **Asielomar's** stock of potent ales maintains a steady, dedicated clientele assuring him of constant business. Asielomar stocks 8 quart kegs (3d6 each of the following) of gold ale (5 gp), brown ale (7 gp) and purple ale (10 gp). Customers pausing long enough are regaled with Asielomar's description of confrontation with the "Keeper of the North Winds" on Thundar Crag. Captured by **Misha**, **Lord of the Wind Giants**, Asielomar's hasty escape was facilitated when Misha became drunk on the heady fumes of Asielomar's purple ale. Included in his tale is the description of a diamond bigger than any gemstone he has ever seen. He keeps 55 cp, 27 sp, and 170 gp hidden in an oak keg covered with barley (Search DC 26).

Asielomar, once adventurous enough on his own, has been trying to quell his daughter **Brisandi's** wanderlust by keeping her busy in the ale shop and paying for her magical instruction and materials.

Asielomar, male human Ftr6: CR 6; hp 43; AL N; SL 5; Str 15, Dex 14, Con 13, Int 10, Wis 12, Cha 6; Craft (brewer) +9; *+1 longsword*. Although a stout, sturdy man, he drinks more of his own ale than he should and is often drunk and obnoxious. Only Brisandi and the quality of his ale keep him from alienating customers.

Brisandi, female human Wiz2: CR 2; hp 11; AL LN; Str 10, Dex 11, Con 12, Int 17, Wis 12, Cha 17; Toughness. Unlike her father, she is tall, thin, and has a glowing, friendly personality. She is secretly collecting rumors and legends with the full intent of searching for grand treasures after completing more magic studies, and often gives small discounts for interesting stories and is happy to trade rumors and legends (up to 7 of each).

42. Saddle Shop

Wagonmaster Muspil, a squat, bushy-haired bruiser with a painfully loud voice and abrasive personality, is known for his wagon trappings and carriage craft. Afraid of theft, and not enjoying hard labor, he has **6 slaves** (Ftr1; hp 12; Craft [wagon] +4, or Craft [saddles and tack] +4) and employs **2 craftsman** that are as unpleasant as he is (Ftr1/Exp1; hp 17; Craft [wagon] +5, Craft [saddles and tack] +5; shortspear). Muspil sells standard saddles and barding, but the bulk of his profits come from special order wagons and carriages. He keeps 178 gp, 742 sp, and 690 cp in a thick canvas bag hidden beneath a pile of saddles (Search DC 24).

Wagonmaster Muspil, male human Ftr7: CR 7; hp 57; AL CE; SL 6; Str 13, Dex 12, Con 14, Int 11, Wis 18, Cha 7; Craft (wagon) +7; *+2 scimitar*

43. Smith

Skinny Otfril is, perhaps, the most unlikely smith one is likely to meet. His thin, scrawny arms and great height make him appear almost skeletal at times, features often highlighted by his sweat-soaked clothing and dirty leather apron. Fortunately, he is as friendly to his customers as he is to the animals he cares for. Skinny stables animals for 2 sp/day, replacing shoes and repairing buckles for a small additional charge. He is also willing to stable unusual animals for 15 gp/day leading to a 5% chance an unusual creature such as a pegasus or griffin might be stabled here on any particular day. He has an arrangement with Muspil next door, where he sends customers there for saddle repairs and similar work and Muspil sends people

to him to have their animals cared for. Skinny lives with **14 dogs** that are fanatically loyal and obedient to him. Any attempt to get at Skinny's stash (27 gp, 58 sp, 125 cp) hidden in the rafters (Search DC 25) or any attack against Skinny causes the dogs to attack immediately.

Skinny Otfril, male human Ftr4: CR 4; hp 38; AL N; SL 5; Str 14, Dex 10, Con 16; Int 12; Wis 9; Cha 14; Handle Animal +9; *+1 longsword*, dog whistle.

Dog (14): CR 1/3; hp 6; see the MM.

44. Chainmail Shop

This brightly painted store is tended by **Merryman Grayling**, a cheerful gentleman of considerable girth, who provides chain shirts for the government as well as custom-made chainmail suits of intricate design. Although he usually charges a premium of 20–50 gp above standard prices he is easily influenced by gifts of salted pork or light ale. Merryman stores 115 chain shirts for the government in the back room along with several barrels of ale. **Fastolph**, a doughty halfling warrior, keeps guard over the shop, its wares, and the strange gold idol (450 gp) in the back corner both day and night.

Merryman Grayling, male human Ftr3/Exp3: CR 5; hp 44; AL N; SL 6; Str 12, Dex 13, Con 14, Int 10, Wis 12, Cha 12; Craft (armor) +6, Profession (armorsmith) +7; *+1 dagger*, masterwork chainmail, belt pouch holding 5 gp, 28 sp, and 15 cp.

Fastolph, male Halfling Ftr3: CR 3; hp 27; AL LG; Str 13, Dex 15, Con 14, Int 10, Wis 12, Cha 8; masterwork short sword, masterwork chainmail.

45. Candle Shop

A large sign over the door proclaims the shop is protected by the god Harmakhis, but gives little indication of what is sold within. **Remy the Mariner** sells candles made of unusual tallow types, and special gas emitting candles for temple uses for 1 gp/taper.

Remy the Mariner, male human Clr3: CR 3; hp 23; AL LE; SL 7; Str 13, Dex 8, Con 14, Int 10, Wis 15, Cha 12; heavy mace, *+1 ring of protection*.

46. Blue Dolphin Inn

Although blue paint on the wood dolphin behind the bar is beginning to chip and flake, the inn has an inexplicable aura of permanence and age that makes one feel it shall be standing long after all of its patrons are mere dust. Owned and run by **Rhino Rudigore**, a balding ex-boxer whose nose has seen better days, it is popular with freemen, sailors, and nobles (NA 4d6, any PC or NPC class lvl 2d6). Rhino does the cooking himself, serving snakes fried in bear fat (3 sp), and wolf stew (2 cp), reportedly the only dishes he knows how to prepare. Rooms can be rented for 1 sp per night. **Koris**

Brightips, a young blond woman, serves both drinks and songs at the bar. As quick-witted as she is beautiful, she easily creates songs to ridicule or praise specific customers or events for a small tip.

Rhino's **locked trunk** behind the bar contains 1,300 gp and 1,500 sp and is protected with a deadly **poison needle trap** that has left enough corpses that few are willing to dare either Rhino, or the trap.

Poison Needle Trap: CR 3; mechanical; location trigger; manual reset; Atk +8 ranged (1 plus giant wasp poison); Search DC 22; Disable Device DC 22.

Rhino Rudigore, male human Ftr2: CR 2; hp 19; AL N; SL 6; Str 15, Dex 13, Con 14, Int 10, Wis 8, Cha 11; Profession (cook) +4; Improved Unarmed Strike; dagger.

Koris Brightips, female human Ftr2: CR 2; hp 17; AL CG; Str 13, Dex 10, Con 12, Int 14, Wis 8, Cha 15; Perform (sing) +4; dagger.

47. Smith in Rear

A poor location and lack of stabling space might be made up by particular skill in smithing. Alas, **Jolly Naben** is a poor blacksmith in large part due to the prospecting fever that often sends him out to the Dwarven Mines near Thunderhold, an area he knows quite well. His daughter **Sabra** (Ftr2; CE; Cha 16) lives with him, caring for the few animals stabled here when he leaves on a prospecting trip. Horses can be shoed for 1 cp, and stabled for 1 sp/night. Vast fortunes spent on failed prospecting leave Jolly and Sabra with meager savings which include 2 saddles, and a cashbox hidden in the back with 35 cp and 73 sp. Jolly's nag, Fly-tail, has a fake unicorn horn attached to its head, for reasons he has never explained to anyone. A spinning mirror created by Tinker Sandbur mounted to the back wall provides an interesting conversation piece, but serves no other function.

Jolly Naben, male human Ftr6: CR 6; hp 49; AL CE; SL 4; Str 16, Dex 12, Con 14, Int 10, Wis 13, Cha 8; hammer.

48. Racketeer

Protection and blackmail money keep **Squeaky Werter's** force of **28 bandits** (Rog1 or Ftr1; daggers or longswords) well-equipped and well-fed. Being the thane of a Senator has kept Squeaky from the gallows so far, but he is not intelligent enough to keep his operation quiet so many feel it is only a matter of time. The *arcane locked* **door** (cast by an 8th–*level* wizard, 1 in. thick, Hardness 5; hp 10; Break [DC 35 due to *arcane lock*]) to the counting room is guarded by **Nasty Kathank**. Inside the counting room sacks containing 1,786 gp, 3,508 sp, and 1,604 cp are neatly stacked against the wall.

Squeaky Werter, male human Ftr7: CR 7; hp 57; AL CE; SL 7; Str 15, Dex 13, Con 14, Int 8, Wis 12, Cha 10; Leadership; *+1 bastard sword, +1 ring of protection, +1 chainmail*. Although he speaks in a thin, reedy voice, his enforcers follow his orders out of fear of his sudden, violent outbursts.

Nasty Kathank, male human Ftr4: CR 4; hp 34; AL LE; Str 16, Dex 13, Con 14, Int 10, Wis 12, Cha 8; masterwork longsword, masterwork chainmail.

49. Flipping Frog Tavern

A wonderful meal of caviar and salmon (1 gp) is served to the many sailors and buccaneers (NA 3d6, lvl 1d6) that come to see **Saucie Vezida Vales** (Exp3; Cha 17; Perform [dance] +9, Profession [exotic dancer] +7). **Pug Shadbolt**, a dark, flat-faced, lithe young man owns and operates the Flipping Frog, and acts as his own bouncer if anyone gets out of line. He rents rooms for 2 sp a night, but is forced to admit that **giant ticks** infest half of the rooms (1d3 ticks/room). He will pay 10 gp to be rid of the ticks. A loose floorboard behind the bar (Search DC 26) conceals a stash of 810 gp, 128 sp, and 250 cp.

Pug Shadbolt, male human Ftr6: CR 6; hp 31; AL LE; SL 5; Str 12, Dex 13, Con 9, Int 14, Wis 14, Cha 14; Profession (innkeeper) +6; *+1 longsword, +1 amulet of natural armor*.

Tick, giant (1d3): CR 1; hp 9; see the ***Tome of Horrors*** by **Necromancer Games**.

50. Sailmaker

Longwithy's poorly stitched sails are purchased by mariners, sailors, and fishermen trying to keep on his good side. The ancient mariner became a cleric after being rescued by a Sea Goddess and studying in her temple for fifteen years. Because his goddess protects the estuary, he is protected by almost all of the men and women that travel it. Whether due to dreams, or messages from his goddess, Longwithy awaits the appearance of a curly headed, one-sandaled stranger to give his ten prayer beads to.

Longwithy, male human Clr4: CR 4; hp 29; AL LG; SL 4; Str 13, Dex 8, Con 14, Int 10, Wis 15, Cha 12; Craft (sails) +2; maple club with carved symbols of the Sea Goddess, *+1 amulet of natural armor* (on a necklace with ten prayer beads).

51. Pet Shop

Although sometimes cold and distant to his customers, **Chilly Goorhorn** has a way with animals that even those that dislike him admire. He sells frogs (2 cp), leeches (3 cp), snakes (1–6 cp), spiders (1 cp), weasels (1 sp), boars (2 sp), skunks (2 sp), owls (4 sp), dogs (1 gp), cats (1 gp) and a wide variety of birds (2 sp – 2 gp). Many

of these pets are used for "other purposes" so he makes no effort to train the animals that are for sale. Chilly pays 1d6 gp for rare or unusual animals that are not considered dangerous. There is a 10 % chance that he has an exotic animal of some sort available. Chilly's own pets include a **leopard**, **baboon**, and a **ram** that respond to his orders, and only his orders. They help guard the cashbox beneath the counter (Search DC 18; 181 gp, 98 sp, and 60 cp). His shop is frequented by wizards, and nobles (NA 1d4, Ari, Sor, or Wiz lvl 1d12) as well as occasional passers-by.

Chilly Goorhorn, male human Rgr2: CR 2; hp 21; AL LG; SL 3; Str 10, Dex 13, Con 17, Int 10, Wis 13, Cha 14; Handle Animal +7, Survival +10; Skill Focus (Survival); masterwork dagger.

Leopard: CR 2; hp 19; see the MM.

Baboon: CR 1/2; hp 5; see the MM.

Ram: CR 1/4; hp 11; see the ***Tome of Horrors*** by **Necromancer Games**.

52. Wine Shop

This brightly painted shop is a popular stop for nobles and merchants (NA 1d6–1, Ari and Exp lvl 1d10) interested in the wide selection of rare and strange wines. **Porter Borowrain** prides himself on his wide selection wines from local and distant wineries. Porter, known as "Port" by his friends, is a genial gentleman in brightly colored robes that is slow to anger, but exceedingly dangerous when he has reached his limit. The nearly 680 bottles, flasks, and casks in his shop are worth over 4,000 gp, and make up the majority of his wealth so he defends them vigorously when needed. Wines vary in price from 1 sp all the way up to 120 gp per bottle, with the most rare wines sometimes costing even more. Porter also does his best to obtain special wines for some of the local nobles and merchants that have become regular customers. Porter knows a great deal about the caravan routes to the south, and is willing to share this information with friendly customers. A false bottom in one of the empty casks in the back (Search DC 30) conceals his stash of 45 gp, 340 sp, and 1263 cp.

Porter Borowrain, male human Ftr3: CR 3; hp 24; AL N; SL 6; Str 11, Dex 12, Con 13, Int 14, Wis 8, Cha 14; Knowledge (rare wines) +5, Profession (wine seller) +5; *+2 longsword* (dull, non-magical in appearance, engraved with a coat of arms).

53. Clerk

Kistovet the Councilor's pristine office matches his fastidious, and rather egotistical, personality. Although not well-liked, he does know the necessary wording for letters of supplication to the various nobles and senators and is able to charge handsomely for his services (420 gp for a properly worded letter).

Kistovet the Councilor, male human Clr7: CR 7; hp 49; AL LE; SL 7; Str 13, Dex 8, Con 14, Int 10, Wis 15, Cha 12; Knowledge (nobility) +5; *+1 heavy mace*.

54. Fisher

Wharf-Rat Peerl is considered a bit mad by many, mostly due to his stories of being swallowed by a whale and escaping, as well as his habit of spending all of his hard-earned money on his **pet crocodile** and his daughter **Oliveena** (Com1; hp; Cha 17). Peerl wears dingy clothing covered with holes and patches while his daughter and his crocodile wear 200 gp in jewelry. When found at home he usually has 1d6x10 fish for sale at 1 cp each. After his latest purchases, Peerl has only 12 sp and 30 cp hidden in a sugar bowl in the cupboard (Search DC 20).

Wharf-Rat Peerl, male human Ftr6: CR 6; hp 37; AL LE; SL 6; Str 15, Dex 13, Con 10, Int 12, Wis 13, Cha 7; "fish-skinner" *(+2 dagger)*.

Crocodile: CR 2; hp 22; see the MM.

55. Singing Squid Tavern

Sir Wingstan, a thin, pale gentleman dressed in the latest fashions, bought the Singing Squid a number of years ago, for reasons that are no longer even clear to him. He spends most of his time drinking with customers while burly **Captain Torbak**, who is mysteriously loyal to Sir Wingstan, acts as bartender and director of the barmaids. Business has improved lately with the addition of an elven troubadour named **Faynor** (male elf Brd2: hp 9; AL N; Cha 17; Perform [stringed instruments] +5, Perform [wind instruments] +4, Perform [song] +5) bringing in a wide variety of fishers, sailors, and trappers (NA 1d4x10, any PC or NPC class lvl 1d6). A trunk beneath the bar holds 155 gp, 56 sp, and 240 cp.

Sir Wingstan, male human Ftr4: CR 4; hp 26; AL LG; SL 6; Str 11, Dex 13, Con 11, Int 16, Wis 16, Cha 9; masterwork longsword, masterwork chain shirt.

Captain Torbak, male human Ftr3: CR 3; hp 27; AL LG; SL 2; Str 15, Dex 13, Con 14, Int 10, Wis 12, Cha 8; masterwork longsword.

56. Warehouse

Wooden crates stacked along the walls contain 1,600 javelins, 500 wallets, 6,000 stakes, 400 slings, and 300 sandals. **Lankeen Blare** oversees the warehouse with the help of **20 slaves** (Ftr1; hp 12; dagger). The **barred doors** (2 in. thick, Hardness

5, hp 20, Break [DC 28]) are only opened when someone comes to claim goods.

Lankeen Blare, male human Ftr10: CR 10; hp 79; AL N; SL 6; Str 16, Dex 11, Con 15, Int 10, Wis 12, Cha 14; Leadership, Weapon Focus (flail), Weapon Specialization (flail); *+2 flail, +1 full plate*, backpack holding 60 gp, 210 sp, and 17 cp.

57. Sword Maker

Fierce Bohoik has a reputation for making and selling finely balanced weapons. He has over 200 weapons in stock including rapiers, dirks, greatswords, broadswords, longswords, scimitars, and shortswords with a 25% chance of having any particular masterwork weapon available. Although he wears a constant smile, he has a very business-like air that often puts off potential customers. Bohoik is rather paranoid, and keeps his amassed wealth in a *bag of holding* (type 1) attached to his belt (578 gp, 1,600 sp).

Fierce Bohoik, male human Ftr2/Exp3: CR 4; hp 26; AL CE; SL 5; Str 13, Dex 10, Con 11, Int 9, Wis 17, Cha 13; Craft (weaponsmith) +5; *+1 longsword*.

58. Baker

Tinker Sandbur, a jovial halfling with purple tattoos across the left side of his face, is known for his pastries as well as the strange gadgetry that decorates his shop. His inventions include an automatic door closer operated by a parrot, a fan run by a caged weasel, an icing stirrer rotated by a monkey, a wind-driven mechanical "fly-shooer," and a canary oven timer. Numerous visitors come just to see the inventions, purchasing pastries (1 cp), traveling bread (2 cp), or roast pheasant (1 sp) as an afterthought. Money spent on his tools and inventions leave him with a meager savings of 15 gp, 22 sp, and 167 cp, which he hides in a cookie jar (Search DC 20). Tinker loves stories about elves, and loves speaking to elves, and is known to hand out pastries in exchange for happy tales.

Tinker Sandbur, male Halfling Ftr3/Exp2: CR 4; hp 28; AL CG; SL 4; Str 12, Dex 12, Con 11, Int 15, Wis 14, Cha 10; Profession (cook) +7, Profession (inventor) +9; *+1 dagger*.

59. Overlord's Warehouse

Dark, but clean, the warehouse is heavily protected. Intruders without proper identification are beaten unconscious, stripped, and thrown into the street. **Tudball the Overseer** decides whether any letters or identification passes muster. Tudball, a large, beefy man that hates his job, has been known to order the beating of proper representatives using excuses of poor or illegible writing. Served by **Ganwell the Knave**, a slim, ugly boy with a penchant for violence and torture, and **15 slaves** (Ftr1; dagger), Tudball's days generally consist of nothing more than checking and re-checking the stocked supplies. Stores include a trebuchet, two onagers, ten cauldrons, forty barrels of oil, ten barrels of wine, 80 swords, 175 light crossbows, 85 heavy crossbows, 20 saddles, 56 parises, and 728 kegs of ale.

Tudball the Overseer, male human Ftr11: CR 11; hp 87; AL CN; SL 8; Str 15, Dex 11, Con 14, Int 9, Wis 15, Cha 7; Leadership; *+2 longsword, +2 full plate*.

Ganwell the Knave, male human Ftr3: CR 3; hp 27; AL CE; SL 4; Str 15, Dex 13, Con 14, Int 10, Wis 12, Cha 8; masterwork dagger, whip, masterwork chainmail.

60. Sailor

The small, well-appointed home of **Curly Slinard** shows hints of wealth that few sailors achieve through honest means. Curly's wealth is due to his befriending a cyclops on an island in the Sea of Five Winds five years ago. He is willing to sell a map to the island for 1,500 gp, and a promise that the cyclops won't be harmed. He keeps a 387 gp, and 456 sp hidden in a small statue of the Toad God kept in the corner. Curly's main weakness is that he loves gambling; so far he hasn't lost enough money to dent his hidden savings.

Curly Slinard, male human Ftr5: CR 5; hp 42; AL CG; SL 5; Str 12, Dex 14, Con 15, Int 12, Wis 12, Cha 8; *+1 longsword*.

61. Whips

Despite his rumored insanity, **Lash Jammet** sells enough whips to support his awful, violent habits. Jammet makes the best whips in the world, or so his hapless customers proclaim after his whips have been demonstrated on their backs. His high quality leather whips go for 15 gp, with masterwork quality work going for 350 gp. The dusty cashbox behind the counter holds only 30 sp, but 110 gp are hidden under a loose board in the floor.

Lash Jammet, male human Ftr6: CR 6: hp 49; Str 15, Dex 13, Con 14, Int 10, Wis 12, Cha 8; Exotic Weapon Proficiency (whip flail), Weapon Focus (whip flail), Weapon Specialization (whip flail); 12 foot *+1 whip flail* studded with 5 gems on the handle. The whip flail does flail damage with a 10 ft. ranged reach similar to that of a whip.

62. Cages

Trapper Kistotain keeps his production costs low by working **4 charmed dwarves** (Exp1) to exhaustion making a variety of large cages. Ten foot by ten foot cages go for 10 gp each, 20 gp for 1 inch thick bars. A **zombie** guards the hidden trapdoor (Search DC 25) leading to Kistotain's private room.

Trapper Kistotain, male human Sor7: CR 7; hp 29; AL CE; SL 6; Str 8, Dex 14, Con 13, Int 10 Wis 12, Cha 15; masterwork dagger, *amulet of ESP* (See the Magic Items Appendix), pouch with 1,556 gp and 10 gems (1d6x10 gp each).

Zombie: CR 1/2; hp 16; see the MM.

63. Bazaar

Hippotier the Kind tends his odd shop while polymorphed into a kindly looking old gentleman, and nobody in the City State realizes he is really an **ogre mage**. Hippotier sells jewelry (430 pieces, 2 gp – 120 gp in value), cooking utensils made of iron and silver (36 pieces, 2d6x10 sp each), incense (1 cp), and perfumes (27 bottles, 5d6 gp each). The shop is protected by **4 charmed guards** (Ftr3; hp 27; greatsword) and **6 beautiful Altanian slaves** (Com1; dagger) assist customers. Hippotier's private quarters are protected by an **ape** named "Rozanna" that viciously attacks anyone attempting to open his trunk (608 sp, 595 gp, and a *potion of cure serious wounds*)

There is a 30% chance that Hippotier is hungry and interested in inviting a customer to "lunch." Hippotier does his best to befriend a wide variety of people from all walks of life, and might remain friendly with a customer for several weeks before inviting them to a special meal.

Hippotier the Kind, male Ogre Mage: CR 8; hp 37; see the MM.

Rozanna the Ape: CR 2; hp 26; see the MM.

64. Sea Captain

Rother Tortrix, a hunch-backed, brooding, former pirate lives in this neat, but dust-laden home. A personal friend of the local Archdruid, Rother is willing to arrange a meeting for 20 gp. A small chest beneath the bed holds 43 sp, and 270 gp as well as privateer's Letters of Marque. He is willing to part with the Letters of Marque for a fair price (determined by his estimate of the purchaser's wealth) because a shaman's curse resulted in his ship, the *Whistling Rogue*, being sunk by a conjured water elemental.

Rother Tortrix, male human Ftr5: CR 5; hp 42; AL N; SL 6; Str 15, Dex 13, Con 14, Int 10, Wis 8, Cha 12; morning star.

65. Temple of the Toad

Decorated with symbols and statues of the Toad God and a broad altar supported by squat statues of toads, the temple is visited fairly often because the god is believed to reside in Mermist Swamp and many claim he protects the harbor. The Toad is lawful evil, and his domains are Animal, Evil and Protection. His symbol is a dire toad. His favored weapon is the longsword. More details on this god can be found in the *Player's Guide to the Wilderlands*.

The temple is run by **Kudrun the Peaceful**, a thin, hunch-backed, man with drooping jowls that is beginning to look akin to the god he serves. Kudrun is served by **Curate Raperner**, a small, sturdy gentleman with piercing black eyes, as well as 2 **vicars** (Clr 4), 4 **adepts** (Clr 2), and 15 **acolytes** (Clr1).

Kudrun the Peaceful, male human Clr7: CR 7; hp 49; AL LE; SL 8; Str 13, Dex 8, Con 14, Int 10, Wis 16, Cha 12; *+1 full plate*, ceremonial staff with a jade toad cap on one end.

Curate Raperner, male human Clr5: CR 5; hp 36; AL LE: SL 3; Str 10, Dex 8, Con 14, Int 13, Wis 15, Cha 12; *+1 mace*, masterwork chainmail.

66. Spears

Veldek the Vulgar maintains a group of **10 elderly fighters** (Ftr2; hp 19, spear) manufacture custom spears of up to masterwork quality. Considering their treatment, the workers create surprisingly beautiful spears and work with unparalleled dedication, thus leading to rumors that Veldek drugs them or magically encourages their hard work.

Veldek the Vulgar, male human Sor6: CR 6; hp 25; AL CG; SL 4; Str 9, Dex 14, Con 13, Int 10, Wis 11, Cha 16; dagger, *+1 bracers of armor*, garish jewelry totaling 325 gp. Veldek is obscenely obese, obnoxiously loud, and fond of garish jewelry and clothing, a combination that inspires as much awe as disgust. Veldek enjoys epic poetry, and is known to drop his prices for a worthy poem.

67. By-Water Bath

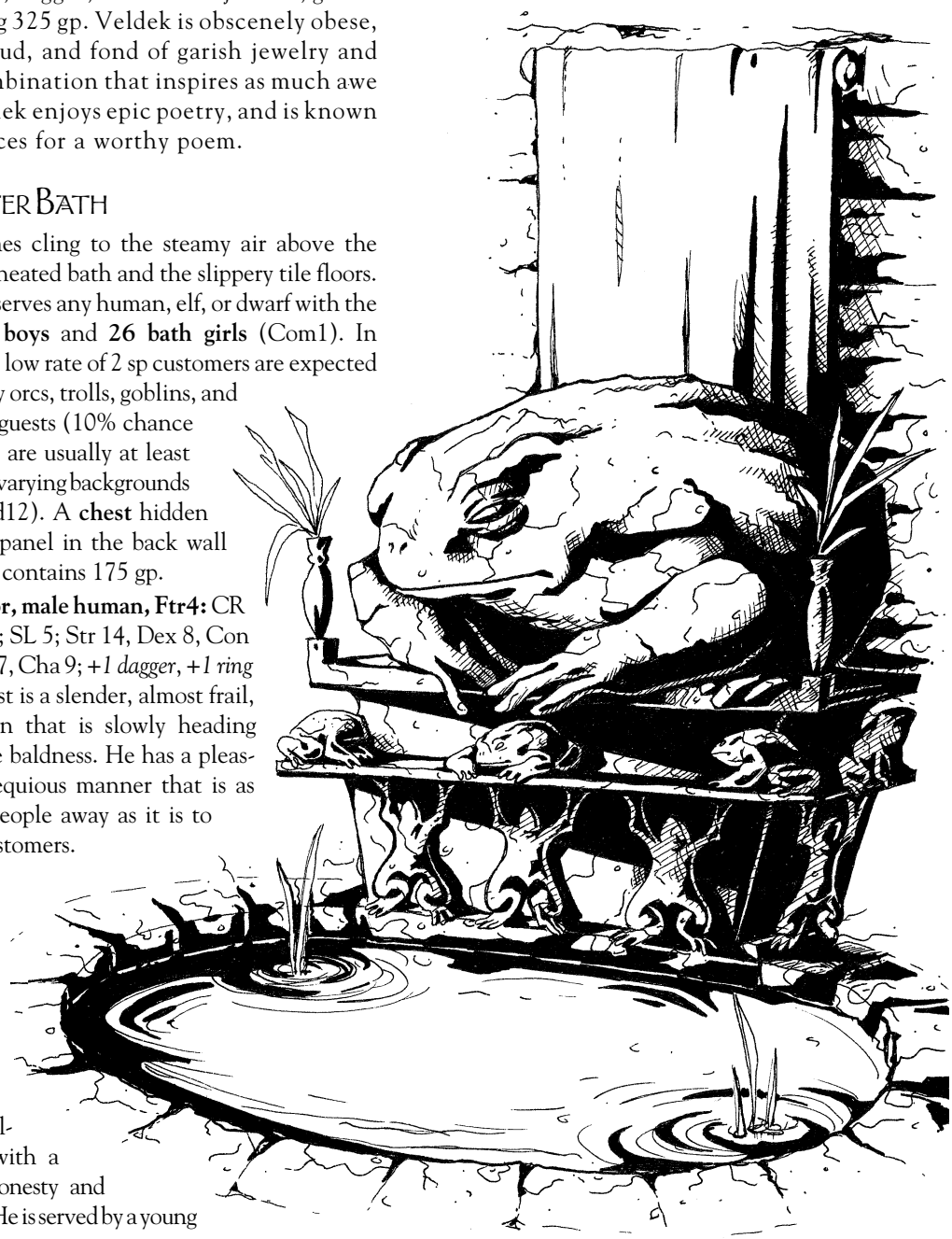
Heavy perfumes cling to the steamy air above the large, magically heated bath and the slippery tile floors. **Enist Cuspidor** serves any human, elf, or dwarf with the aid of **14 bath boys** and **26 bath girls** (Com1). In exchange for the low rate of 2 sp customers are expected to help turn away orcs, trolls, goblins, and other undesired guests (10% chance per visit). There are usually at least 1d6 customers of varying backgrounds and skills (lvl 1d12). A **chest** hidden behind a secret panel in the back wall (Search DC 28) contains 175 gp.

Enist Cuspidor, male human, Ftr4: CR 4; hp 30; AL LG; SL 5; Str 14, Dex 8, Con 12, Int 10, Wis 17, Cha 9; *+1 dagger*, *+1 ring of protection*. Enist is a slender, almost frail, middle-aged man that is slowly heading toward complete baldness. He has a pleasant, almost obsequious manner that is as likely to drive people away as it is to keep them as customers.

68. Sailor

The small, dirty home and its various nautical decorations belong to **Helmsman Parzival**, an excellent navigator with a reputation for honesty and trustworthiness. He is served by a young crippled boy that he adopted on one of his journeys. Hidden beneath the clothing stored in his dresser is a "magic fish" that always points north and a small pouch with 29 gp, 52 sp, and 30 cp. Parzival is in high demand because he possess maps and charts of little known waters that only he can interpret properly.

Helmsman Parzival, human male Ftr6: CR 6; hp 31; AL CG; SL 3; Str 10, Dex 13, Con 9, Int 12, Wis 17, Cha 14; Profession (navigator) +12, Survival +7; *+1 scimitar*, *+1 studded leather armor*. Parzival is bright-eyed, cheerful, and easy to get along with. His navigation skills are such that he works only on a commission basis, charging 200 gp/month with a minimum one-month assignment. Sporting graying hair, a potbelly, and a heavily weathered face, Parzival looks far older than his actual age.



69. Butcher

Various carcasses and cuts of meat hang from hooks along the ceiling and line shelves and counters along the outer walls. **Narren Hig**, known as "Bones" to many, sells venison hams (3 cp), whole pigs (1 sp), chicken (1 cp), rabbit (2 cp), and smoked sausages (1 cp/ link of 10) (2% chance of Cholera/meal). Narren's fortune is hidden beneath some carcasses near a ladder in the back (Search DC 22) and consists of 320 gp, 520 sp, and 368 cp.

Narren Hig, male human Ftr6: CR 6; hp 49; AL CE; SL 7; Str 11, Dex 10, Con 14, Int 8, Wis 14, Cha 18; *+1 greatsword*. Already a large man, Narren is made larger by his bold voice and firm beliefs. Narren hates vagrants, dwarves, and plumed hats with such fervor that he attacks any vagrants or dwarves attempting to enter his store as well as anyone passing by in a "disgusting" plumed hat.

70. Rope Maker

Various types of thread and hair are organized in bins along the back of the narrow room. **Udol Melk** sells ropes made from the hair of his **4 daughters** (Exp1; Craft [rope] +4), who assist him, as well as rare spider-silk. His ropes are soft, supple, light, and extremely strong. Standard rope goes for 1 cp/foot while the rarer, and stronger spider-silk ropes sells for 2 sp/foot. Nobles and mountaineers purchase Udol's ropes, the first for their beauty, the latter for their strength. A sign posted near the doorway offers 100 gp for Elven-made spider-silk rope as Udol hopes to learn ways to make his own ropes stronger. The cashbox behind the counter holds 15 gp, 17 sp, and 50 cp.

Udol Melk, male human Ftr5: CR 5; hp 32; AL LG; SL 6; Str 17, Dex 13, Con 10, Int 10, Wis 12, Cha 11; Craft (rope-making) +7; Skill Focus (Craft); *+1 dagger*, 60 gp gem in a belt pouch. Udol is a squat, broad-shouldered, dark-haired man with an erect posture that makes him appear taller. He is very friendly to humans, dwarves, and elves and coldly polite to other races. Udol always needs additional spider-silk and is willing to pay fair prices for undamaged strands of silk from giant spiders of all varieties.

71. Starfish Tavern

Walrus Habroton runs a relatively clean establishment with heavily varnished walls and tables causing the sound to echo to a deafening din. Walrus, a portly man with drooping jowls and a waxed mustache, is faithfully served by a skilled cook named **Methymna** (Exp3; Profession [cook] +7), and employs **Belestina the Barmaid** (Ftr1) to help tend customers. Customers include slavers, bandits, and sailors (NA 1d4x10, Ftr or Rog lvl 1d2) that come for the shark steaks (3 cp), ale (2 cp), and rum toddy (2 sp). Walrus rents rooms for 4 gp/week, lowering this slightly if he likes and trusts the renter.

Unknown to Walrus, Belestina is seeking an escort to the fortuneteller across the Conqueror's River and is willing to steal Walrus' strongbox (110 gp, 56 sp, and 15 cp) to obtain money to pay for it.

Walrus Habroton, male human Ftr2: CR 2; hp 17; AL CG; SL 7; Str 17, Dex 12, Con 13, Int 9, Wis 13, Cha 12; masterwork longsword.

72. Potter

Warmed by the fires in the kilns, the shop smells of wet clay and hints of a sharp metallic odor that might come from the glazes used on the pots. **Mandalor Cyris** runs the shop, and creates the pottery sold here with the help of **Roykin the Swift** (Ftr2) and **Kraugiltar the Wood-Elf** (Ftr2). Mandalor, a thin man with long, claw-like fingers, is friendly to all customers, often to the distress of his employees. Mandalor hides his extra wealth in the false bottom of a huge clay pot (Search DC 25; 105 gp, 87 sp, 428 cp).

Krauglitar intends to search for a troll hoard and magic sword hidden somewhere behind Rainbow Falls that he heard rumors about when stationed in the Watchtower.

Mandalor Cyris, male human Ftr3: CR 3; hp 27; AL N; SL 5; Str 13, Dex 15, Con 12, Int 14, Wis 10, Cha 10.

73. General

Wulfric the Rogue, a popular general viewed rather jealously by other members of the War Council, keeps his private office and rooms here. His office is richly decorated with wood statues, and a variety of shields but its most interesting aspect is the small size of his desk and the rather large size of the gaming table used by his inner circle. The building is always guarded by **4 mercenaries** (Ftr3; longswords) and **10 slaves** (War1; spears). When Wulfric is present he is usually attended by **Blithe Noriena** (female Human Com3; Cha 17; *+1 dagger*) and **Runt Rathgar** (dwarf Ftr6; *+1 hammer*).

A **chained chest** (Open Lock [DC 35] x3 for 3 locks) beneath the gaming table holds 542 gp, 6,350 sp, 710 cp, 2 flasks of oil, and a *+1 composite longbow*.

Wulfric the Rogue, male human Ftr14: CR 14; hp 109; AL N; SL 13; Str 18; Dex 10; Con 14; Int 15; Wis 11; Cha 15; Leadership; *helm of brilliance*, *boots of speed*; *+3 longsword*.

74. Wine Shop

Sentignak the Sardonic is unpredictable, cynical, and mocking and only remains in business because he is the main source of elven wine in the city (2 gp/quart). In addition to his social difficulties, Sentignak despises those that flaunt their wealth and is known to increase prices as much as 2d12 gp for anyone he considers too wealthy. A locked **cashbox** (1 in. thick; Hardness 5; hp 10; Open Lock [DC 25]) behind the counter contains 53 gp, 42 sp, and 90 cp

Sentignak the Sardonic, male half-elf Ftr6: CR 6; hp 48: AL CG; SL 5; Str 13, Dex 15, Con 14; Int 12, Wis 8; Cha 8; *+1 dagger*; Despite his inept social behavior, adventurers often seek out Sentignak for his surprisingly deep knowledge of elven lore.

75. Insect Shop

Cages line the walls of the small shop with large cages along the floor and smaller cages and netting stacked above them. **Tarawak Tok**, a slightly mad, almost feral man, is tall enough to dwarf everything in the shop, including his pet **bombardier beetle** as well as any other giant insects he might have in the shop (10%/week, 1d6x10 gp, type varies). Tarawak sells crickets, ants, bees, flies, spiders, gnats, lice, ticks, mites, ladybugs, butterflies, and fireflies for 1 cp each reminding customers to talk to their new pets and treat them kindly each time he makes a sale. A beetle cage in the back corner provides a safe hiding place (Search DC 28) for Tarawak's savings of 145 gp, 215 sp, and 45 cp.

Tarawak Tok, male human Brb5: CR 5; hp 48; AL CE; SL 7; Str 15, Dex 12, Con 14, Int 9, Wis 14, Cha 12; Handle Animal +9; masterwork dagger.

Bombardier Beetle, Giant: CR 2; hp 13; see the MM.

76. Funeral Parlor

Tastefully decorated with subdued colors and abstract symbols bearing no precise similarity to that of any god, the funeral parlor is very busy, especially after large celebrations. **Count Perigsen** is able to arrange rites of all varieties, ranging from simple ceremonies for 1d6 cp, all the way up to an elaborate "Viking" funeral complete with an "Angel of Death" and a Viking ship (76,850 gp). He is also able to arrange for headstones (5 gp), boxes (2d6x10 gp), vaults ((1d6+6)x10 gp), and tombs (1d6x100 gp) of varying styles and prices. He is assisted by **13 slaves** (Com1; daggers) that complete all of the physical labor.

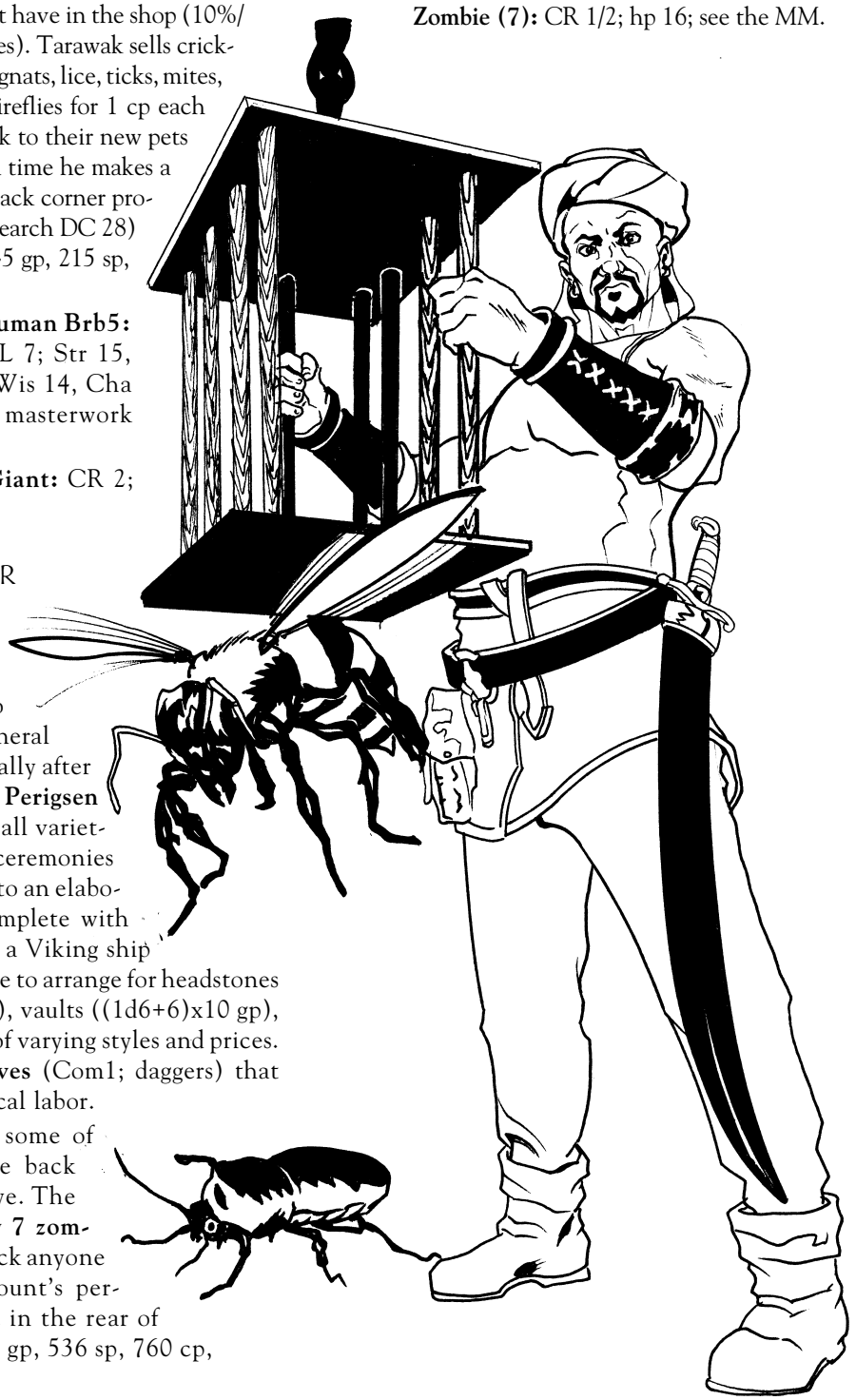
The count maintains some of his darker habits in the back room out of the public eye. The back room is guarded by **7 zombies** and a **wight** that attack anyone entering without the count's permission. A **locked chest** in the rear of the room contains 1,865 gp, 536 sp, 760 cp, 10 gems (10 gp each), 36 gems (50 gp each) and 516 gold teeth (205 gp total). Shelves along the side wall support a *potion of undead control** and a *potion of diminution** along with a silver cage holding two Amazons named **Ethiltina** and **Gwynlyn** (Bbn3) that are presently shrunk to 6 inches in height.

*Consult the Magic Items Appendix.

Count Perigsen, male human Ftr8: CR 8; hp 48; AL CE; SL 6; Str 12, Dex 13, Con 10, Int 13, Wis 15, Cha 12; *+1 longsword, +1 ring of protection.*

Wight: CR 3; hp 26; see the MM.

Zombie (7): CR 1/2; hp 16; see the MM.



77. Glass

Ealdmank Ogy is a master craftsman, unfortunately, his hideous appearance ruins business. Ogy must moonlight as a bouncer at the Velvet Bed and Table where he is served free food and earns enough for a good massage. Business is slow enough that Ogy sells glass bottles, vials, and other items at half their normal cost. The unlocked cashbox hidden beneath a cask of fine sand (Search [DC 18]) contains only cobwebs, 3 gp, 5 sp, and 2 cp. Rumor has it that Ogy once displayed a golden boat in a glass bottle reported to have magical properties.

Ealdmank Ogy, male half-orc Ftr4/Exp4: CR 7; hp 57; AL LE; SL 5; Str 17, Dex 13, Con 14, Int 12, Wis 10, Cha 6; Craft (glass) +8, Profession (glass blower) +11; masterwork dagger. Ogy, is hunch-backed and his already ugly face is marred by scars and burn marks that give him a truly frightening appearance.

78. Tanner

The overpowering stench of the tanning materials sends most people running from the shop (Fortitude save [DC 12] or run from the shop nauseated for 3d6 rounds). **Bleobardis** and his **5 apprentices** (halfling Exp1) appear immune to the stench and cheerfully work with vats of vile compounds and leather stretched over complicated hardwood racks. Bleobardis is used to dealing with leatherworkers but sells fine leather for 1 gp/square yard to anyone with "good coin."

Bleobardis, male Halfling Ftr3/Exp1: CR 4; hp 28; AL CG; SL 5; Str 12, Dex 10, Con 13, Int 14, Wis 15, Cha 10; masterwork shortsword.

79. Courtesan

Although out of fashion with the Overlord's court, **Thestoriena** spends her time plotting against her enemies there. She is willing to pay for blackmail information with coin (1d6x10 gp), spells, or special favors. Expensive tastes have drained her wealth but she still possesses 480 gp in jewelry and a silver chest (worth 40 gp) holding a bar of platinum (80 pp). Several trustworthy guards (NA 2d6, War lvl 1d6) protect the premises day and night.

Thestoriena, female human Sor4: CR 4; hp 18; AL N; SL 7; Str 8, Dex 14, Con 13, Int 13, Wis 10, Cha 17; Concentration +8, Spellcraft +8; Toughness, Improved Initiative.

80. Fisher

Craval Witthe, a slender, youthful man with a tan, pockmarked face, is widely known to be the only person claiming to know where the aquatic elves of the estuary live. The odd sight of his skiff being towed to dock by dolphins is spoken of in whispers, with several fishermen claiming Craval deals with devils and spirits. Craval stores 22 gp, 15 sp, and 20 cp in a beaten-up tackle box beneath his bed.

Craval Witthe, male human Ftr3: CR 3; hp 24; AL LG; SL 5; Str 14, Dex 15, Con 13, Int 10, Wis 12, Cha 8; masterwork spear.

81. Wine Shop

Quaint, clean, and well-organized, the shop is run by a dusky-skinned, rather plain man named **Angerfew** that is actually the god **Balder** in disguise. Balder desires a mortal female willing to be enchanted by him without seeing his true form. He is slow to anger, and rarely kills, but attacks against Angerfew often end up in a surprising, near-instant death. Imported wines are sold for 1 gp/bottle with a 15% chance that Balder sells a bottle of "Nectar" (acts as a *potion of heal* [caster level 20th]) to an honest customer he takes a liking to.

Angerfrew (Balder): CR 21; hp 210; use the stat block for the **titan** in the MM. Balder is Medium in this incarnation, so remove his size modifiers to AC and Attacks (i.e. add +2 to each). This is merely a minor avatar of the god Balder, and not representative of his true power. He assumes this form to toy with mortals and experience their world. If this avatar is somehow destroyed or killed, Balder himself does not die; he does become angry however, and may seek to punish the perpetrators.

82. Shield Maker

Badver the Saint is known to sell his shields below cost to some friendly customers (20%) but inexplicably refuses to deal with others. He sells small, large, and tower shields at standard costs, charging triple for custom-made shields (1d6 days) and double masterwork prices for custom, masterwork shields (2d4 days). Badver keeps a *+1 shield* hidden in his room (Search [DC 18]) along with a leather bag holding 154 gp, 25 sp, and 32 cp tucked beneath his laundry (Search DC 22).

Badver the Saint, male human Ftr5: CR 5; hp 42; AL LG; SL 8; Str 12, Dex 13, Con 14, Int 11, Wis 15, Cha 10; *+1 dagger*.

83. White Wake Inn

Despite **Molmat the Base's** dark reputation, he runs his inn with an iron hand keeping customers of all shapes and forms safe, whether they like it or not. Peace between the ogres, pirates, and students that frequent the inn (NA 6d6, any PC or NPC class lvl 1d6) is strictly enforced by **Vestoste Gerit** (Ftr5; CE; masterwork longsword) and an ugly **troll** named **Harlik**. The dirty rooms are inexpensive (4 cp/night) with meals (2 sp), mead (1 sp), fried catfish (3 sp), and horsemeat pies (1 gp) provided at an extra charge. Molmat's **cashbox** holding 126 gp, 79 sp, 140 cp is hidden below the counter beside a masterwork greataxe.

Molmat the Base, male human Ftr5: CR 5; hp 47; AL LE; SL 7; Str 12, Dex 10, Con 16, Int 12, Wis 10, Cha 9; *+1 dagger*.

Harlik the Troll: CR 5; hp 63; see the MM.

84. Guided Abyss

Buccaneers, slavers, and monks frequent the rather cramped tavern (NA 30+2d6, Ftr, Mnk, or Rog lvl 1d6), despite **Anren Sparrowhawk's** puritanical tendencies. Customers can drink all they want, but Anren tosses drunks into the street. Served faithfully, almost rabidly, by **Dorkin Stoutarm** (dwarf Ftr7) and **Captain Smelot** (Ftr4) who tend the bar and act as bouncers, as well as **Yellow Jack the Cook** (Ftr3). The main attraction, and likely reason the bar is always packed, is **Gweniena the Embroiler** (female human Brd3; hp 16; Cha 18; Perform [dance] +7, Perform [wind instrument] +5, Perform [sing] +5, Perform [stringed instruments] +5, Profession [bellydancer] +7; masterwork dagger) whose amazing *Dance of Incredible Feats* often makes customers faint (Will save [DC 12] or unconscious for 2d6 rounds, 1 round of *confusion* when waking or awakened). The tavern serves boiled crayfish (3 cp), venison roast (2 cp), ales (1 cp), and wine (3 cp) as well as renting out clean, though small, rooms for 15 gp/week.

Anren Sparrowhawk, male human Ftr4: CR 4; hp 30; AL LG; SL 7; Str 15, Dex 13, Con 12, Int 10, Wis 9, Cha 14; Profession (innkeeper) +6; *+1 longsword*.

85. School of Ancient Knowledge

Generations of the Overlord's highest ranking nobles have come here for training. Families pay high prices to give their children the prestige of being an alumnus of this distinguished institution. Few of these nobles realize their tuition payments go directly into the pockets of an organized conspiracy to overthrow the Overlord.

This was not always the case. This school dealt only with the training of young minds for more than 2 centuries. About 75 years ago its current Headmaster was drawn into the conspiracy and the leaders of the conspiracy gained control of the faculty. No one is hired, fired, or taught without permission of the leaders of this conspiracy and there are many secret places operating side by side, and in conjunction with the School of Ancient Knowledge. These changes have not altered the standards of the school; only 60% of the students who enroll ever complete the courses. Now, however, the students are taught in ways that make them distrustful of the Overlord and ready to accept the conspirators. Courses in history, philosophy, political science, and economics are slanted ever so slightly to make the Overlord appear in the worst possible light and to enhance the image of the conspirators.

The Overlord knows of this long-standing conspiracy but, so far, has not linked it with the school. His men are always on the lookout for the conspirators who call themselves the "Preservers of Law."

Judges Note: A total of 468 students wander the various classrooms and hallways of the school. These students are mostly of noble background, though some come from wealthier merchant houses and come from a variety of backgrounds (lvl 1d4). Teachers (30) in the school also have varied backgrounds with many focused on improving both their mind and body (Mnk lvl 4+1d4) as they impart knowledge to the young. A few exceptional students are often asked to stay behind to learn more of the mental and physical arts studied privately by the teachers. No random encounter tables are given here, as encounters are certain to be based on time of day. In the deep of night encounters in classrooms or hallways are unlikely while they are almost certain during the daylight hours. Decisions regarding the school schedule and random encounters are left to the Judge.

The School of Ancient Knowledge, Ground Level

Tours and visitors are actively discouraged, for obvious reasons. Those with overwhelming curiosity are allowed to visit if a bribe of generous proportions is given and even these individuals are only given a cursory tour of the ground level.

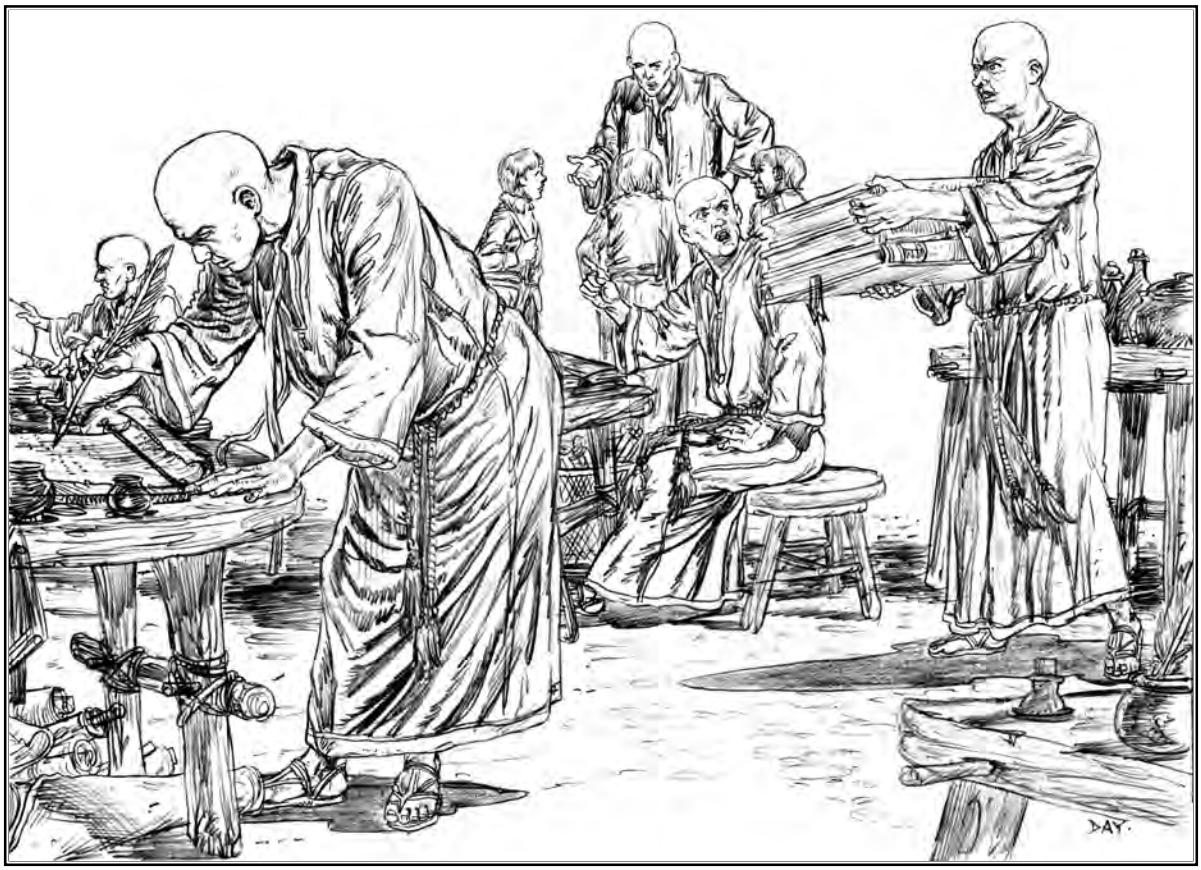
A. Waiting Room

Academic scenes are carved in bas relief in white marble above stone benches that line the walls of this 50 ft. by 25 ft. room. The floor is black marble, while the ceiling above is red marble, creating a rather disconcerting clash of colors. Pairs of doors located in the center of each wall are made of darkly stained wood and stand a full 10 ft. in height. Shining brass lamps are set at intervals around the walls. The lamps are tended every hour by a young initiate. Those who wish to visit the school are usually left in this room for several hours in the hopes they get bored and leave.

B. Receptionist (EL10)

Beyond the southern set of doors is a short hallway paneled in dark wood. The 12 ft. square hallway ends before a single dark wood door in the south wall that opens to reveal a large receptionist's office. The office itself is 25 ft. square and is paneled in the same dark wood as the hallway. Oak and ebony parquet flooring easily draw the eye to the massive wood desk standing in the center of the room. Shana Turnkey is almost always found behind the desk. Shana's duty is to listen to anyone who comes in and then ask them to wait. No one is allowed further without an appointment or knowing the password of the day identifying them as "Preservers of the Law."

If anyone is overly persistent in their requests to see the management she seeks the Assistant Headmaster whose



office is just through the door behind her. Anyone attempting to barge their way into the school rapidly discovers Shana is more than she appears to be. While many would presume her position was obtained through youth and beauty, Shana is the first line of defense for the school and is an accomplished fighter. She wears fine chainmail beneath her robes and has a beautifully crafted bastard sword hidden beneath her desk.

Shana Turnkey, Female Human Ftr10: CR 10; SZ M; HD 10d10+20; hp 75; Init +4; Spd 20 ft. (base 30 ft.); AC 17 (+7 *chainmail*), touch 10, flat-footed 17; BAB/Grap +10/+13; Atk +17 melee (1d10+9, +2 *bastard sword*, 17–20/x2); Full Atk +17/+12 melee (1d10+9, +2 *bastard sword*, 17–20/x2); AL N; SV Fort +9, Ref +5, Will +6; Str 17, Dex 11, Con 14, Int 10, Wis 12, Cha 10.

Skills: Climb +8, Handle Animal +12, Intimidate +10, Ride +11. *Feats:* Animal Affinity, Blind-Fight, Greater Weapon Focus (bastard sword), Greater Weapon Specialization (bastard sword), Improved Critical (bastard sword), Improved Initiative, Iron Will, Lightning Reflexes, Power Attack, Weapon Focus (bastard sword), Weapon Specialization (bastard sword).

Possessions: +2 bastard sword, +2 chainmail, 2 potions of cure moderate wounds.

C. Conference Rooms

These two rooms, one on either side of the Waiting Room, are mirror images of one another. They are 25 ft. square with 15 ft. ceilings, red marble floors, and red-wood paneling. A mahogany table 15 ft. long and 5 ft. wide stands in the middle of each room with ten mahogany chairs around it. Initiates enter the room every morning and insure all of the wood is polished and gleaming. Light is provided by a small window in the center of the north wall and an oil lamp in each corner.

D. Classrooms

These rooms are substantially identical to one another. Each is about 35 ft. wide and 50 ft. long. There are six tables in each room with benches behind them, and there is a desk in the front of the room. The tables and the front wall are covered with slate to be used for calculations. There is a 2 ft. square box in one of the front corners holding the chalk that the students and teachers use for writing on the slate. Rags on each table are used to erase what is no longer needed.

The subjects taught in the various classrooms are:

D1. Music: Wooden stands designed to hold sheet music and some of the larger types of instruments are spaced around the room in an almost haphazard manner. A large harp in one corner would be worth about 1,100 gp if it could be transported out of the school, but doing so would require a combined Strength check [DC 45] for each room passed through.

D2. Oratory and Rhetoric: In addition to the usual desks and benches, this room contains a podium for the students to practice giving speeches.

D3. Math and Geometry: Counting instruments such as an abacus, and measuring equipment such as rulers, compasses, and dividers are hung on the walls of the room.

D4. History and Geography: This room contains several maps of the known world, a model of the City State, and three portraits of past heroes. The portraits are framed in maple covered in gold leaf and would be worth about 10 gp each; however, they are each 2 ft. x 3 ft. and would be rather cumbersome to carry. If cut from their frames and rolled up, they would probably bring about 7 gp each

E. Assistant Headmaster's Office (EL 9)

Prya, the Assistant Headmaster is not actually under the control of the Headmaster, but the illusion of his subservience is preserved. He actually reports directly to Ople, the head of the conspiracy. He provides a second line of defense against the overly curious. He has little business, of course, and, therefore, a lot of time to read. As a result, he has become a trivia buff and knows and tells an endless amount of useless bits of information.

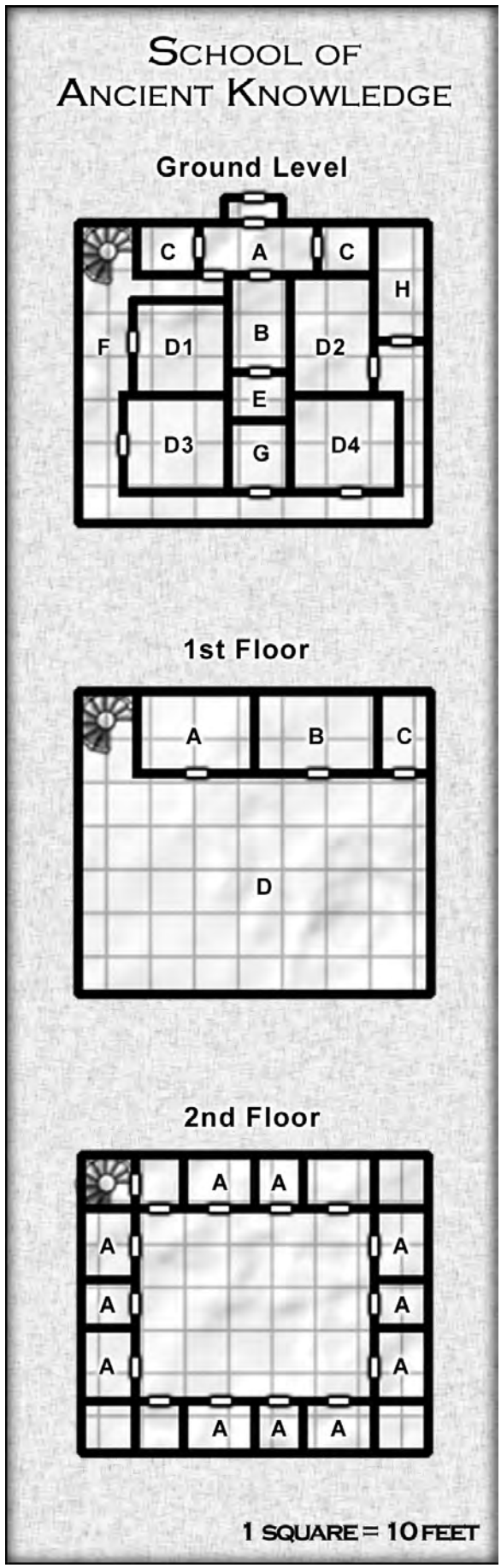
Prya is a stocky young man of about 5' 6" tall and weighing 197 pounds. He is 29 years old and has blond hair hanging to his waist and a very short beard. His only weapons are a pair of daggers, and he wears no armor. He has blue eyes and is right handed. Ople has taught him the Assassin's art of quick and silent killing and he prefers this to open fighting.

Prya, Male Human Rog5/Asn4: CR 9; SZ M; HD 5d6+5 plus 4d6+4; hp 40; Init +2; Spd 30 ft.; AC 12 (+2 Dex), touch 12, flat-footed 10; BAB/Grap +6/+7; Atk +8 melee (1d4+1, dagger, 19–20/x2) or +9 ranged (1d4+1, dagger, 19–20/x2, range 10 ft.); Full Atk +8/+3 melee (1d4+1, dagger, 19–20/x2) or +9/+4 ranged (1d4+1, dagger, 19–20/x2, range 10 ft.); SA sneak attack (+5d6), death attack; SQ trapfinding, evasion, poison use, +2 save vs. poison, trap sense (+1), uncanny dodge; AL NE; SV Fort +4, Ref +8, Will +4; Str 12, Dex 15, Con 13, Int 12, Wis 12, Cha 10.

Skills: Balance +11, Climb +10, Disable Device +6, Disguise +10, Escape Artist +7, Hide +13, Listen +7, Move Silently +13, Search +4, Spot +7. *Feats:* Alertness, Agile, Skill Focus (Move Silently, Hide), Weapon Focus (dagger).

F. Awards Area

The School of Ancient Knowledge, like most learning institutions, gives awards to exceptional students on a periodic basis. The yearly awards ceremonies were eliminated 40 years ago because the ceremonies drew in too many outsiders. Brass plaques along the wall denote awards and list the students that received them every year. Awards included Best Musician, Best Orator, Best Writer, Best Engineer, and Best All Around and were subdivided into categories based on how many years the student attended classes. The oldest award, Best All Around, goes back 202 years while the youngest, Best Engineer, goes back 54 years.



G. Shrine

It is important to note that this generic shrine is on the first floor and separated from the dorm areas. This is because it is mainly for show and there is no encouragement for students to actually use it. The 25 ft. square room is set up for use by almost any religion. The only decoration on the marble walls is a carving depicting humans doing homage to a nondescript idol on the wall opposite the door. A simple, stone altar with a brazier on each side of it stands in front of the carving. The only light in the room is provided by the braziers. There is a 5 ft. wide central aisle flanked by six 8 ft. long stone benches to each side. The room looks new and fresh at all times, mostly because it is rarely used.

H. Storage Room

This room is as much for show as anything else on this level. Its contents are "representative" and anyone reading the books stored here might begin to suspect that the school is not what it purports to be. Slightly over 600 books fill the shelves along the west wall. The books are arranged by subject including topics such as mathematics, history, philosophy, music, economics, alchemy, reading, ethics, geography, weapon training, engineering as well as other subjects. There are 10d10 copies of each book present, with an odd smattering of 2d4 books on more minor topics.

Items stored on the three sets of shelves standing in the middle of the room include 371 wax tablets with writing styles, 781 kegs of oil, 46 large boxes of chalk, 2 boxes of rags, 4 rolls of parchment 100 ft. long and 6 ft. wide plus one roll with only 40 ft. left, 4 kegs of ink, a keg of talc for blotting the ink, and 16 pieces of slate 2 1/2 ft. square. These items are stored on three sets of shelves standing in the middle of the room.

First Floor

The first floor of the School of Ancient Knowledge is dedicated to the feeding of those that live here. Obviously, tables fill most of it in order to provide enough room for everyone to eat at one time. The kitchen, food storage area, and dishwashing room are all located on this floor as well.

A. Kitchen

This massive kitchen looks like almost any institutional kitchen. Preparation tables, scrubbing tubs, wood stoves, brick ovens, stacks of pots and pans, racks of lids, knives, and spoons, and a variety of other cooking paraphernalia somehow make the 50 ft. by 35 ft. room feel cramped. It is a rather greasy place, but not grimy. The regular cooks attempt to clean when they can and students are detailed to clean every evening. Food here is always at least edible, and occasionally it is quite good.

B. Storeroom

Food, eating utensils, plates, and mugs are all stored here. A majority of the room is taken up by foodstuffs. Potatoes, carrots, dried beans, onions, and bags of flour fill a variety of bins beside a storage area devoted to spices. Barrels devoted to preserved foods such as salted pork and pickled peppers are organized in small rows in the center of the room with boxes for tea, nuts, and barrels of wine and ale are stored in one corner. Doors between this room and the kitchen are 4 ft. wide to facilitate the movement of barrels and crates.

C. Washroom

Just as students are assigned to clean the kitchen at night, so too are students assigned to clean the pots, pans, and dishes after every meal. This is clearly considered a disciplinary duty, especially for those assigned to clean up after the evening meal, a time normally devoted to free activities. Dirty dishes are passed through a large window in the south wall and set on a table before being cleared of food, rinsed, scrubbed, rinsed again, dried, and returned to their storage shelves.

One of the least enjoyable jobs on this detail is drawing the wash water which comes from an indoor well. The bucket holds only 5 gallons and proper cleaning of the dishes requires at least 125 gallons. Fortunately, used water is disposed of through a system of drains and requires only pulling a plug.

D. Dining Area

This large, open area of 150 ft. by 90 ft. is filled with long tables with benches on each side. Ten 65 ft. tables occupy the room, providing space for the entire school to eat at one time. Food is served family style, with students on discipline bringing the dishes to the tables from the kitchen and the diners passing them around. When the meal is completed, more students on discipline detail pick up the dishes and take them to the Washroom.

Second Floor

The second floor of the School of Ancient Knowledge is devoted to living areas for the teachers. Teachers are not required to live here, but it is strongly encouraged. Some of the teachers live on the Student's Floor to keep things under control.

A. Living Quarters

Each of these 25 ft. square rooms is home to two teachers. Beds are placed in each of the back corners with wardrobes beside them on the back wall. Each side wall has a desk with all of the usual writing paraphernalia and an oil lamp. Text books for that teacher's particular field are usually present as are pieces of equipment related to their area of expertise. Musicians, for example, might have an instrument while an engineering teacher might have a working scale model of a catapult. Each occupant also has 1d20 gp hidden somewhere in the room.

B. Common Area

Teachers get together and relax in this area, which reflects their varied interests. Couches are arranged facing one another for relaxation and conversation and there are 4 tables with chairs for studying and reading as well as 2 chess tables with stools. There is also a 12 ft. by 6 ft. table with a scale model reenactment of a siege in progress complete with a well-built model fortress, moat, miniature defenders, and siege engines of uncommon construction. The surface of the table is completely landscaped with miniature trees and bushes and tiny gravel paths, and the whole effect is a beautiful diorama.

Instruments are sometimes left out in the open as teachers frequently hold impromptu performances. One or two wax tablets bearing cryptic markings related to some subject or other can usually be found lying about as can various loose scraps of parchment. The teachers often move aside furniture for fencing or wrestling matches, or other contests of strength. Generally, the teachers get along well with each other, joined by the same basic purpose, the instruction of youth and bringing about the eventual fall of the Overlord.

Wraith Overlord: The chambers beneath the school are detailed in the School of Ancient Knowledge chapter in Part II: Wraith Overlord.

86. Barracks Reserve

The reserve barracks under **Captain Garvan** houses 200 garrison of foot soldiers and 1d4x100 militia used as an emergency holding force for riots (10% chance/week), insurrections (1% chance/season), or assaults against the city (2% chance/season). Usually present are 100 swordsmen (War1), 100 spear and dagger (War1), 1d6x10 light crossbow (War1); 1d6x10 pike (War1), 2d6x10 catapultists (Exp1), and 80 slaves (Com1). **Sergeant Trannon** is in charge of the 100 sword and **Sergeant Swyarg** oversees the spear and dagger. **Hakon Forkbeard** is in charge of the militia, with additional sergeants assigned to the militia as needed.

Although the militia are generally not as disciplined as the regular army, the captain insists on running a clean, tightly controlled barracks. He believes that these reserves are responsible for preventing chaos in the City State and that they should set an example of discipline and order for all to follow.

Captain Garvan, male human Ftr7: CR 7; hp 44; AL N; SL 10; Str 16, Dex 15, Con 11, Int 10, Wis 14, Cha 15; Leadership; *+1 longsword.*

Sergeant Trannon, male human Ftr4: CR 4; hp 34; AL LG; SL 8; Str 16, Dex 13, Con 14, Int 10 Wis 12, Cha 10; masterwork battleaxe.

Sergeant Swyarg, male human Ftr5: CR 5; hp 47; AL N; SL 8; Str 14, Dex 13, Con 16, Int 8, Wis 12, Cha 13; masterwork mace.

Hakon Forkbeard, male human Ftr4: CR 5; hp 30; AL CG; SL 5; Str 16, Dex 14, Con 13, Int 11, Wis 13, Cha 8; masterwork longsword.

87. Potter

Alemator, a friendly man with clay-stained robes and graying hair, sells crocks, jugs, tankards, and mugs of all sizes (6+1d6 cp each). Although he claims to be nothing more than a poor potter he has become wealthy planting whatever his customers have to dispose of in his cellar. A clay pot containing 250 gp, 75 sp, and 175 cp is planted in the cellar beside the former owner of the shop.

Alemator, male human Ftr6: CR 6; hp 37; AL LE; SL 7; Str 15, Dex 11, Con 10, Int 14, Wis 10, Cha 13; Craft (potter) +11; masterwork longsword

88. City Jail

The City Jail has a dark reputation and is avoided by virtually everyone that isn't imprisoned or working here. Prisoners are chained and sorted by social level for placement in dungeons. Individuals of high social standing (SL 10+) are taken to the upper level where they are given clean, though small, cells and menus and generally treated with a great deal of respect. Criminals, and all who are imprisoned here are considered to be guilty of something, of moderate social standing (SL 6–9) are taken to the basement cell area, and prisoners of low social grace (SL 1–5) are placed in the lowest level dungeons.

Generally, PCs arriving at the City Jail have no time to explore; no one here has any sympathy for the curiosity of prisoners. On the other hand, someone might be brought in for questioning, to make an accusation, or might be wealthy enough to bribe the guards to allow a visit with a friend.

Wraith Overlord: All dungeons and cell areas below ground are detailed in the "City Jail" chapter of Part II: Wraith Overlord.

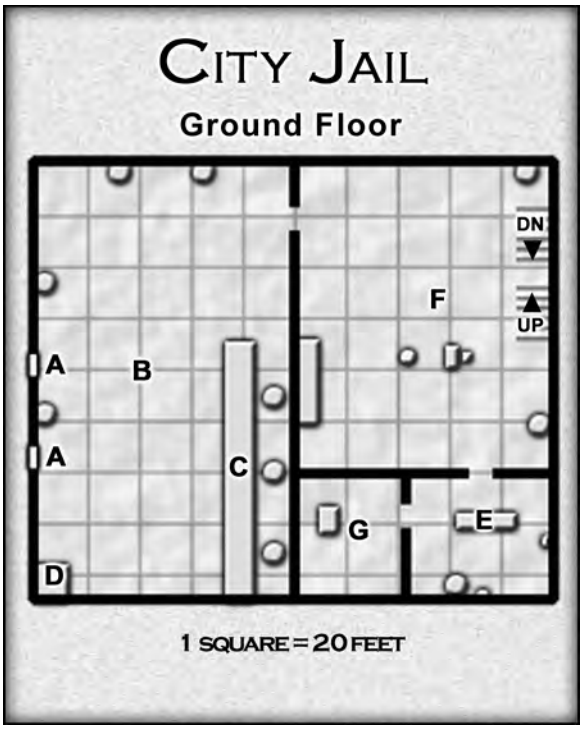
Ground Level

This level contains several guard rooms, an examination room, and a few offices used by the constables. Constables on this level are generally alert, though bored, and question anyone that appears out of place.

A. Entrance

A set of thick double doors hovers over the three stone steps climbing up from the street. The foot thick doors are made of sturdy oak reinforced with brass and iron and provide the only public access to the building. Although usually unlocked, the door sports an incredibly complex lock made of brass and steel. The surrounding walls are made of stone and are over 10 ft. thick. Upon entering one immediately gets the sense that the building was constructed to withstand a siege, an appropriate impression as, of course, it was.

Reinforced Double Doors: 1 ft. thick; Hardness 5; hp 120; Break (DC 25 when locked); Open Lock (DC 40). This set of doors is usually unlocked.



B. Waiting Area

The double doors open into a wide waiting area containing two 15 ft. long benches. The crudely built benches are fairly smooth, with a few marks carved in them in odd places. Whenever there are more people than the desk workers (see below) can handle, the extras are instructed to sit and wait here under the watchful eye of an irritable **constable** (War1; mace).

C. Desk

Three **constables** (War2; maces) sit behind this extremely long desk. Their job is to handle complaints, take information, and deal with the public. These jobs are highly sought after by the constabulary because it offers them a chance to loaf. Few people ever willingly enter the jail to make complaints or provide information, when someone actually does come in they generally resent the intrusion and get very surly. Offering monetary compensation for their efforts often changes this disposition rapidly.

Unfortunately, they have virtually no authority and upon completion of a complaint, or any other process, they almost certainly forget about it immediately, despite any promises they make. Pushing any particular matter without a solid bribe still gets the matter ignored, albeit more quickly. A high enough bribe generally gets them to go and inform their superiors.

D. Window

This large triangular window is modeled after the arrow slits found in many castles. It is intended to let in a maximum amount of light without being usable as an entrance. In this case, the extremely large window is designed to let in light, its function as a protected spot for an archer with a wide field of fire is only secondary.

F. Examination Room

A single stool and a large table with a bench along the wall are the only pieces of furniture in the large room. This is due to psychology, when a person is questioned they find themselves placed on a large stool in the middle of the room. Facing them at a distance of about 12 ft. is a large table, behind which sit grim-faced questioners. Almost all of the light comes in from behind the questioners, leaving their faces in shadow and the victim completely exposed. All of this combines to maximize the prisoner's feelings if isolation and smallness. Meanwhile, the questioners ask questions at high speed, barely giving time for answers. The Judge might simulate this by taking the role of the inquisitor, or by using the variant rules for interrogation and torture provided in Chapter 3.

The room also has two doors beside the one the prisoners are brought through. One in the northwest corner is kept barred and locked and leads out to an alleyway (6 in. thick; Hardness 5; hp 60; Break [DC 25]; Open Lock [DC 35]) while the other, in the southeast corner, leads to the guardroom. Staircases leading up and down to other levels of the dungeon are also present

F. Guardroom

This room serves not only guards for the prison, but also some of those who patrol the streets. Hooks organized in vertical rows cover the walls. Each vertical row is designed to hold the equipment of one constable. Many are empty at any given time, and not all of the constables go on duty at once so there is plenty of room. A 25 ft. long bench provides plenty of space for constables to sit while cleaning, repairing, or putting on their equipment.

G. Office (EL5)

The superintendent of the City Jail works here and keeps his paperwork in the desk, which is locked (Hardness 5; hp 20; Break [DC 25]; Open Lock [DC 25]). A list of prisoners held in the jail is included among his papers, as far as the superintendent knows, this list is complete. On the other hand, he wouldn't be averse to adjusting it, if the price is right. The desk also contains the keys to the two back doors, a set of duplicate keys to all of the barred doors in the lower levels, and a set of skeleton keys capable of opening any of the cells in the jail.

Superintendent, Red Knafar, male human Ftr5: CR 5; SZ M Humanoid [Human]; HD 5d10+5; hp 37; Init +4 (Dex, Improved Initiative); Spd 30 ft.; AC 16 (+4 scale mail armor, +2 heavy wooden shield), touch 10, flat-footed 16; BAB/Grap +5/+7; Atk +8 melee (1d8+4, longsword); AL LN; SV Fort +5, Ref +1, Will +1; Str 14, Dex 11, Con 13, Int 13, Wis 10, Cha 9.

Skills: Climb +0, Craft (locksmith) +9, Open Locks +4, Jump +0, Ride (horse) +10. *Feats:* Cleave, Expertise, Improved Initiative, Power Attack, Weapon Focus (longsword), Weapon Spe-

cialization (longsword). Climb and Jump skills reduced by a –6 armor check penalty.

Languages Known: Common, Dwarf.

Possessions: Scale mail armor, heavy wooden shield, longsword, helmet, pouch with 30 sp and 10 gp.

89. Slaver

Alobroge Ruta, known as "Ruta the Revenger" because he never forgets a slight, is cynical, ugly, and blessed with enough strength to have survived this long. His gigantic nose is the source of many jokes, often leading to outright violence, or a slow boil and long-term plots for revenge. Ruta's specialty is providing highly trained slaves with unusual skills at triple the normal prices (10% chance/month a particular type or skill is available). Ruta uses **5 wererats** to help guard his **3d6 highly trained slaves** (Com lvl 2+1d4) as well as his collection of 128 silver dragon statuettes (3 gp each) and a **wood chest** containing 78 gp, 340 sp, and 57 cp.

Alobruge Ruta, male human Ftr6: CR 6; hp 49; AL LE; SL 6; Str 16, Dex 10, Con 14, Int 12, Wis 13, Cha 5; Weapon Focus (flail); *+1 flail* (studded with small 6 small rubies 90 gp each).

Wererats (5): CR 2; hp 5; see the MM.

90. Bell Tower

Black Dog Garth, a broad-shouldered, boyish young man with a twisted nose, takes care of his somewhat slow friend **Minadoc Hjalke**, by watching Minadoc's money and doing all of his shopping for him. "Minadoc the Bellringer" is a pleasant, friendly young man that seems almost worn out due to the continual threat of **3d6 stirges** gathering at the tower before dawn when the bell must be rung. Black Dog gladly surrenders one or both of his pearls (50 gp each) to anyone that can rid them of the stirges.

Minadoc Hjalke, male human Ftr3: CR 3; hp 27; AL CG; SL 8; Str 11, Dex 15, Con 14, Int 6, Wis 8, Cha 12; masterwork dagger.

Black Dog Garth, male human Ftr2: CR 2; hp 20; AL N; SL 3; Str 15, Dex 13, Con 14, Int 10, Wis 12, Cha 8; scimitar, 2 pearls (50 gp each), 26 gp, 20 sp, 5 cp.

Stirge (3d6): CR 1/2; hp 5; see the MM.

91. Artillery Man

Plain furniture dots the room while detailed drawings of various siege engines decorate the walls. Inscriptions and calculations written on the drawings are entirely in elven. **Elidorn** is fond of hunting so there is only a 15% chance he is home on any given day. An **iron chest** inscribed with a warning that Elidorn will hunt down and skin any thieves, is hidden beneath the stone floor (Search [DC 25]; 575 gp, 631 sp, 270 cp).

Elidorn the Wood Elf, male elf Ftr4/Exp4: CR 7; hp 42; AL LG; SL 5; Str 10, Dex 13, Con 12, Int 15, Wis 11, Cha 12; Craft (siege engines) +9, Profession (Engineer) +7; *+1 longsword*. Elidorn is a thin, green-eyed elf with a highly animated personality. Elidorn's expertise with siege engines is such that he can charge 10 gp/day to armies requiring his services. Siege engines under his command receive a +2 circumstance bonus to any type of attack and damage rolls.

92. Catapultist

Larin Vestmar receives a royal stipend of 26 gp/month to inspect the wall defenses once a week. He spends the rest of his time carving small figurines from scrap wood and exploring the tunnel complex beneath the city. Larin as been as far down as the 4th level during his explorations and might be able to forewarn PCs of particular dangers (Gather Information [DC 15, +5 for each level below level 1]). Larin stores 15 gp, 56 sp, and 19 cp in a small bag hidden inside his straw mattress (Search DC 20).

Larin Vestmar, male human Ftr6: CR 6; hp 36; AL N; SL 5; Str 12, Dex 10, Con 10, Int 13, Wis 14, Cha 13; Weapon Focus (catapults); *+1 dagger*.

93. Boatmaker

Akelos the Gifted, a master craftsman, provides any small craft desired. Although it might take several days he can provide a dinghy (90 gp), dory (90 gp), canoe (95 gp), skiff (120 gp), or an outrigger (150 gp). Akelos doesn't build anything larger and blames any leaks (10% chance) on rough transportation to the water rather than a fault in his skill. He hides 540 gp, 110 sp, and 216 cp in the false bottom of the rowboat hidden in his room (Search DC 27).

Akelos the Gifted, male human Ftr3/Exp4: CR 6; hp 35; AL N; SL 5; Str 13, Dex 12, Con 10, Int 14, Wis 15, Cha 9; Craft (small boats) +9; hammer.

94. Siege Engineer

Dicron Big-Knife, a broad, large-bellied, balding man with hands the size of dinner plates, has an intricate knowledge of siege operations and how to overcome various types of defenses. He assumes his acting rank of Captain when in the field, and can often use connections with his military friends to help soldiers gain promotions (15% chance of promotion, 1d6x10 gp per attempt) but only makes a single attempt to get any particular individual promoted. A stone slab in the floor can be moved to the side (Search DC 25) to reveal a pit full of **green slime**. Dicron keeps 32 gp, 45 sp, 140 cp, and a *manual of gainful exercise* (+1) in a sealed clay box at the bottom of the pit.

Dicron Big-Knife, male human Ftr6: CR 6; hp 37; AL LE; SL 6; Str 11, Dex 12, Con 10, Int 14, Wis 13, Cha 15; Knowledge (siege craft) +6; Leadership; *+1 longsword*, *+1 long knife* (treat as short sword).

Green Slime: CR 4; see the *DMG*.

95. Bonny Black Bear Inn

Guests are entertained by **3 trained bears** as they dine on roast lion (1 sp), fried rabbit (3 sp), and grog (3 cp). **Anhar the Abnormal** serves the berserkers, bandits, and pirates (NA 36; Bbn, Ftr, or Rog lvl 1d4) that frequent the inn with the help of **Andraciena** (Ftr2; dagger), his only employee. Anhar rents rooms at 2 sp/night with a warning that renters should never "surprise" his bears. A **cashbox** beneath the counter holds 20 gp, 35 sp, and 10 cp.

Anhar the Abnormal, male human Ftr4: CR 4; hp 22; AL LG; SL 5; Str 18, Dex 18, Con 9, Int 10, Wis 9, Cha 7; Profession (innkeeper) +2; masterwork longsword.

Bear, Brown (3): CR 5; hp 51; see the MM.

96. Lantern Shop

Amertarn the Poor is kept nearly destitute by his efforts to feed the 15 homeless urchins that flock to his shop for tales of adventure. Amertarn sells copper lanterns for 1 gp, as well as flasks of oil when he can find enough money to keep them in stock. The **cashbox** behind the counter contains a meager 6 gp, 14 sp, and 53 cp.

Amertarn the Poor, male human Ftr3: CR 3; hp 27; AL LG; SL 4; Str 15, Dex 8, Con 14, Int 12, Wis 10, Cha 13; dagger, ragged clothing.

97. Ghost Chaser

Various religious symbols and talismans decorate the walls of **Brengwan's** home bearing testament to both his faith, and his strange profession. Brengwan, a cleric worshipping **Varuna, Demigod of Cosmic Law and Justice,** has developed an exorcism that permanently banishes ghosts. Unfortunately, Brengwan demands 10% of a customer's wealth toward building his future temple. The customer's intent must be true as the ritual requires direct intervention by Varuna. Most ghosts are smart enough to flee before being destroyed by the ritual.

Brengwan, male human Clr7: CR 7; hp 42; AL LG; SL 6; Str 12, Dex 9, Con 13, Int 15, Wis 15, Cha 14; *+1 ghost touch mace*, *+1 ring of protection*.

98. Play Author

Trevampear is an arrogant, over–confident author with enough support from various nobles to keep him from harm. He sells plays, songs, and gladiator programs for 3d6 gp each, and has three trunks full of various writings. Five beautiful **slaves** (female human Exp1; Cha 16) given to him by various nobles keep him bathed and fed as he desires.

Trevampear the Arrogant, male human Brd3: CR 3; hp ; AL CE; SL 5; Str 14; Con 11; Dex 13; Int 14, Wis 7, Cha 17; Perform (acting) +5, Perform (dance) +5, Perform (sing) +5, Profession (playwright) +4; longsword, pearl ring (500 gp), leather pouch holding 255 gp, and 213 cp.

99. Baker

Anzilan is known for his cakes, pies, and tarts (3 cp each) and is kept busy day and night preparing them. Twin halflings named **Baigrim** and **Barley** (Ftr2; hp 19; dagger) are presently apprenticed to him and do their best to maintain the pace he sets. A **cashbox** covered with flour contains 47 gp, 24 sp, and 1256 cp.

Anzilan, male human Ftr3: CR 3; hp 30; Str 13, Dex 9, Con 16, Int 10, Wis 12, Cha 12; Profession (cook) +7; hammer.

100. Soldier

Wiry and fond of boasting, **Cador** is fed by friends and lives here rent free because he saved the life of the owner. While many of his tales are simply outrageous, "I was struck 47 times by a *staff of withering*!" observant listeners can sometimes gain useful information (up to 3 legends and rumors). Cador keeps 10 sp and 54 cp in an old sock beneath his bed with other dirty clothes (Search DC 18).

Cador the Old, male human Ftr2: CR 2; hp 16; AL N; SL 3; Str 11, Dex 9, Con 10; Int 16; Wis 17, Cha 12; dagger.

101. Forester

Antlers, old bows, and stuffed heads decorate the walls, proclaiming the owner a hunter. **Alencon** adds to this with boasts that he knows the Dearthwood like a timber wolf. Despite his boasts, Alencon is doing poorly and needs to earn some money soon. His small **wood chest** in the corner contains only 4 gp, 16 sp, and 75 cp which will not support him for much longer

Alencon Coppice, male human Ftr4: CR 4; hp 34; AL CE; SL 3; Str 15, Dex 13, Con 14, Int 11, Wis 8, Cha 10; masterwork longsword, studded leather armor. Alencon rents out his tracking skills at 1 gp plus meals per day of travel. Unfortunately, Alencon knows next to nothing about tracking, the Dearthwood, or even edible plants. His presence in the party adds enough confusion to bestow a –1 circumstance penalty on Survival checks made by all party members. In addition, if he cooks, there is a 35% chance he adds noxious plants to the food by mistake (Fortitude save [DC 14] or overcome with nausea for 2d4 hours).

102. Lamplighter

Popul Fangak, a sturdy but paranoid **ogre**, prepares a heavy crossbow before opening his door to a visitor. **Five kobold slaves** help guard the 210 gp, 10 sp, and 15 cp he keeps stacked on his table. Popul has been known to assist in beatings, and even outright murders, with the proper monetary inducement (his fee: level x social level x 5d10 gp).

Popul Fangak, male ogre: CR 2; hp 26; see the MM.

Kobold (5): CR 1/6; hp 2; see the MM.

103. Butcher

Thicort and his **3 dwarven apprentices** (Ftr1; daggers) butcher swine (1 sp) and lambs (3 sp) to order. Thicort, a grim, short man barely taller than his apprentices, also has a **pet wolf** named "Red Fang" that sleeps on a bed of lambskin in the corner. Thicort's fortune of 45 gp, 27 sp, and 235 cp is stored in a lambskin backpack beneath Red Fang's bed.

Thicort, male human Ftr2: CR 2; hp 19; AL N; SL 4; Str 11, Dex 13, Con 13, Int 11, Wis 10, Cha 9; greatsword.

Red Fang, wolf: CR 1; hp 13; see the *MM*.

104. Hangman

Travor, and his partner **Mohur the Mute**, serve the courts by carrying out executions any place or time the court chooses. Travor takes his trade seriously and is an expert at the use of ropes and special knots. Perhaps to make up for his partner's silence, Travor is talkative, friendly, and very outgoing despite his dark trade. An **iron chest** (742 gp, 78 sp, 230 cp, and four 100 gp gems) is hidden beneath a pile of skulls in the corner (Search [DC 22]).

Travor, male human Ftr8: CR 8; hp 55; AL LN; SL 5; Str 18, Dex 15, Con 13, Int 12, Wis 8, Cha 14; Use Rope +7; *+1 greatsword*, *+3 bracers of armor*, *rope of entanglement*.

Mohur the Mute, male gnome Rog2: CR 2; hp 13; AL CE; SL 2; Str 10, Dex 15, Con 15, Int 14, Wis 10, Cha 8; Use Rope +7; *+1 hammer*, *boots of speed*.

105. Weaver

Belindah and her young dwarven apprentice, **Twilliana** (female dwarf, Ftr3), create tapestries depicting various battle scenes for 5 gp/square yard. Belindah, a jovial, plump woman with graying hair, stores 148 gp and 56 cp in a small **cashbox** beneath some discarded threads (Search [DC 18]).

Belindah, female human Ftr4: CR 4; hp 34; AL CG; SL 6; Str 11, Dex 10, Con 14, Int 13, Wis 16, Cha 15; masterwork dagger.

106. Poet

Danddel Ffaid has been driven into complete poverty and obscurity due to some poorly worded poems about the Grand Vizier. Content to have his head, the young, blond bard makes a meager living performing songs (1 cp), sagas (3 cp), and creating poems for the love-struck (1d4+1 cp). Although good at his trade, no noble is willing to hire him now and he is slowly becoming desperate enough to think about adventuring outside the city.

Danddel Ffaid, male human Brd3: CR 3; hp 16; AL CG; SL 5; Str 10, Dex 13, Con 12, Int 13, Wis 8, Cha 17; Perform [poetry] +5, Perform [stringed instrument] +5, Perform [wind instrument] +5; rapier, 38 cp hidden in his raggedy cloak.

107. Dog Trainer

Leashes and various strange devices hang on the wall. All of them are obviously used by **Macsen**, a slim, thin-faced young man with wild red hair, to train his dogs. He trains dogs to do a variety of tricks as well as training war dogs and hunting dogs. He keeps **10 trained war dogs** of his own and stores his wealth (3 gp, 45 sp, and 40 cp) beneath a flagstone in the fireplace (Search [DC 25]). Macsen charges 3 cp/week plus food to train dogs to take specific orders and do tricks.

Macsen, male human Rgr3: CR 3; hp 24; AL CG; SL 4; Str 14, Dex 15, Con 10, Int 11, Wis 12, Cha 13; Handle Animal +7, Survival +7; masterwork dagger, silver dog whistle (50 gp).

War Dog, stat block as wolf (10): CR 1; hp 13; see the MM.

108. Smith

Smelling of hay and manure, and wearing a long, drawn face, **Robuy** often looks and smells like one of the animals he stables here. Robuy loves to gamble, and generally loses most of his money with in a few days. He charges 2 sp/day to stable an animal and 2 sp to take care of its shoes and is willing to give out tall tales and rumors for free while he works.

Robuy, male human Ftr4: CR 4; hp 34; AL N; SL 6; Str 15, Dex 13, Con 14, Int 10, Wis 12, Cha 8; hammer, "lucky" coin (copper piece with false magic aura).

109. Concubines

Over 30 concubines share these quarters (NA 30+2d6; lvl 1d6) along with their slaves (1d6 each). The slaves protect their mistresses and **2d6 knights** (Ftr lvl 2d6) are a scream away. Each concubine has 1d6 x 100 gp worth of gold and jewelry and many have poison daggers (45%; large scorpion venom; Injury [DC 18]; 1d6 Str/1d6 Str). Constable patrols appear regularly (15% chance every 10 minutes) looking for "thieves and bugbears." Concubines housed here include some of the most respected and powerful.

Trudiena Lai, female human Ftr4: CR 4; hp 31; AL LG; SL 9; Str 10, Dex 12, Con 13, Int 10, Wis 13, Cha 15; dagger, 280 gp in jewelry.

Carloyn Mara, female human Sor4: CR 4; hp 19; AL CE; SL 10; Str 11, Dex 8, Con 14, Int 12, Wis 13, Cha 16; 250 gp in jewelry.

Cielarah, female half-elf Ftr3: CR 3; hp 27; AL N; SL 7; Str 12, Dex 13, Con 14, Int 8, Wis 14, Cha 16; dagger, gold pendant earrings (90 gp), ornate gold ring (100 gp).

Jurismiena, female human Sor6: CR 6; hp 25; AL CE; SL 5; Str 8, Dex 15, Con 12, Int 10, Wis 12, Cha 17; Toughness; 580 gp in jewelry.

Laella the Light, female half-elf Ftr1: CR 1; hp 12; AL CG; SL 6; Str 12, Dex 10, Con 14, Int 10, Wis 11, Cha 17; dagger, 350 gp in jewelry.

110. Lancer's Club

Kobric Stalgar runs the Lancer's with assistance from his brothers; **Fran** (Ftr6), **Plenar** (Ftr4), **Trouric** (Ftr4), and **Mittrok** (Ftr3). On any given night **1d6x10 cavalrymen** (Ftr lvl 1d8) can be found here filling their bellies with mead (3 cp) and relating fanciful stories. Each customer must pay a 2 sp/month membership fee with orcs, trolls, and goblins specifically excluded. **Flustag** (Ftr5), a server and bouncer, enjoys tossing wayward orcs out the door and relating his encounter with barbarians in the frozen wastelands, "Trapped in a box canyon we were, two against a hundred, fighting like animals, charging, cutting blindly in every direction. Two against a hundred, and I tell you, when we finally won, we agreed that they were the meanest 2 barbarians we ever faced." The **locked cashbox** (137 gp, 45 sp, and 120 cp) is stored behind the counter.

Kobric Stalgar, male human Ftr5: CR 5; hp 37; AL N; SL 5; Str 16, Dex 16, Con 12, Int 13, Wis 8; Cha 13; masterwork greatsword. Kobric is tall, blonde, broad-shouldered, and has a mind as keen as his blue eyes.

111. Travel Agency

Once each week **Morlacad**, a grey-haired gentleman wearing fine clothing, offers escorted stagecoach (1 gp/5 miles), Pegasus flights (max of 3, 20 gp/5 miles), and *windwalking* (50 gp/5 miles). He can also make special arrangements (1d6 days in advance) for teleportation to specific destinations (800 gp/5miles). Morlacad insures he is named the beneficiary in every passenger's will in the event of any mishaps. A machine installed by a predecessor is connected by a shaft and pulleys with a **mind flayer** 4 levels below. Morlacad shoves troublesome customers into the shaft believing they are sent to work off their debts. The mind flayer arranges schedules via notes from the machine. **Ten slaves** (Ftr1; longswords) help protect Morlacad and his establishment. His private room has a wooden **statue of Mercury** with a hollow chamber (Search DC 32) containing 1580 gp, 3465 sp, and 248 cp. Opening the chamber without the correct key sets off a **sleeping gas trap**.

Sleep Gas Trap: CR 3; magic device; location trigger; no reset; spell effect (sleep, 5th–*level* wizard, sleep for 5 minutes, DC 11 Will avoids); multiple targets (all within 10–ft.); Search DC 26; Disable Device DC 26.

Morlacad Thulan, male human Ftr6: CR 6; hp 43; Str 16, Dex 11, Con 13, Int 10, Wis 12, Cha 15; masterwork longsword, *+1 amulet of natural armor*.

112. Spears

Norfred the Dart, a grim, powerfully built, blond man in his early 30's, sells a wide variety of pole arms and spears of up to masterwork quality. Norfred is fervently legalistic, constantly flooding the constables and deputies with his complaints. Customers displaying any chaotic or anarchistic tendencies are asked to leave, unless they provide Norfred with an excuse to attack. Despite ru-

mors that he is opposed to the Overlord, Norfred is actually an agent of the **Black Lotus**. Norfred keeps 6 gp, 45 sp, and 20 cp in a cashbox behind the counter and has a small satchel 48 gp, 122 sp, and 413 cp hidden in the basement (Search DC 30).

Norfred the Dart, male human Ftr5: CR 5; hp 32; AL LG; SL 4; Str 17, Con 10, Dex 16; Int 14, Wis 11, Cha 8; Weapon Focus (spear), Weapon Specialization (spear); *+2 spear*, silver longsword.

113. Wayfarer's Inn

Judges' Note: This inn is given a lengthier description as a spot for adventurers to seek information leading them into new adventures. The judge can easily expand any location in the City State to this level of detail or beyond.

Located on the relatively quiet Street of Crafts, the **Wayfarer's Inn** is known for the extraordinary cleanliness of its rooms and bar, a fact that would usually attract a large number of travelers. Unfortunately, **Birkaby Long-Arm**, the proprietor, has a particularly evil nature and is given to ranting outbursts as well as a malicious glee at the misfortunes of others. All patrons renting a room (6 gp/week) must have their clothes laundered by slaves (1 gp). The room price includes a breakfast of worm bread and goat cheese, lunch of otter chops, and supper of ox sausages. Rum (6 sp) and ale (3 sp) are extra and tend to be heavily imbibed by the bandits, pirates, and mercenaries (NA 1d6x10; Ftr or Rog lvl 1d6) that haunt the Wayfarer.

Birkaby's notoriety and contacts within the Brotherhood of Pirates attracts many mercenaries seeking work, as well as thieves hoping to learn more about pirate caches, easy prey along the coast, or eager to make cooperative agreements with the Brotherhood. In essence, he has become an information broker with a wide variety of adventure-seeking patrons leading to a very active trade in information, especially the trade and sale of treasure maps (many of which are complete frauds). Birkaby serves a wide range of customers, including any non-human willing to pay his rates and bide by his rules, creating further sources for information. Gather Information checks in the Wayfarer are at DC 10 and as many as 10 rumors and legends can be gathered here each night. There is a 20% chance that a **special patron** is around at any particular time. Special patrons are privy to a special set of rumors and legends as detailed below.

The first floor of the inn houses a massive bar area, large storeroom, laundry room, kitchen area, servants' quarters, and Birkaby's private bedroom and office. The second floor consists of 17 rooms varying from small rooms to very large suites. All of the guest quarters are have varnished wood floors without any carpet, sturdy oak beds with clean sheets and blankets, and a number of **wood chests** (no locks) equal to the number of beds in the room. Larger rooms possess chairs, tables, and sometimes small sitting areas.

Special Patrons

There is a 20% chance that one or more of the following special patrons is present. Special patrons have knowledge of rare rumors, or possess rare treasure maps, and can be used to create character hooks for a wide variety of adventures. Usually these NPCs are willing to trade knowledge or items in order to have particular tasks fulfilled. The Judge should substitute any maps, items, or locations mentioned below with items particular to their game world. If a special patron is present roll a d10 and consult the following list.

1. **Graesun**, a **cambion demon** (see the ***Tome of Horrors*** by **Necromancer Games)** disguised as an elderly gentleman, seeks a lost gem in the **Despot Ruins**, really a demon amulet.
2. **Brasel the Axe**, a dwarven warrior (Dwarf, Ftr6), seeks adventures to help recover *Bri'li'ki*, a mythic dwarven hammer, from the dungeon of a powerful lich.
3. **Lisshick**, a strange, scholarly, serpent-man (Lizard folk, see the MM), wants to locate an ancient temple rumored to be hidden deep in the **Mermist Swamp**.
4. **Raelith**, an ugly sea hag (see the MM), is willing to trade a map to a forgotten wizard's tower in exchange for some very strange potion components.
5. **Barklot**, a diminutive goblin (Goblin Exp4, see the MM), secretly seeks tunneling contracts for his tribe while selling crudely drawn, and largely inaccurate, maps of the tunnels beneath the city.
6. **Sir Rey de Markam**, a stately, though young, paladin (Pal2), wants to recover a lost holy sword and has maps to the island where it is reportedly hidden.
7. **Lord Kile Delite**, a disguised vampire (see the MM), seeks a magic amulet hidden beneath the Ancient School of Knowledge. The amulet is truly designed to allow a vampire to travel in full sunlight.
8. **Muck Hithard**, a sullen ogre (see the MM), wants to loot an ancient temple he discovered. His tribe refuses to believe his tales of wealth and glory so he is now seeking any assistance he can obtain.
9. **Sentat Wield**, a gnome illusionist (Gnome Ill8), seeks the *bowl of shadows*, an item whose power he refuses to describe, which is hidden in the depths of the **Traegnar Dungeons**.
10. **Wordel Vole**, a sea-elf, needs help locating the *sextant of bravura*, an item of tribal importance. Unfortunately, it is hidden in an inland dungeon making it impossible for him to recover alone.

Servants clean Birkaby's private bedroom several times each day. The bedroom itself has two windows flanking the single large bed, a large stone fireplace, a valuable woven carpet (800 gp), a plush sofa, small wooden table, and several canvas chairs. Birkaby keeps a variety of clothing and personal items in a large **chest** (assorted clothing, masterwork silver dagger, *+1 cutlass*) beside his bed. Inside the chest, beneath his clothing (Search DC 20), is a heavy **strongbox** (2 rubies [300 gp each], jade amulet on a silver chain [145 gp], gold earring [15 gp], 127 gp, 42 sp, 366 cp). A wood door leads into his office, and a **sturdy oak door** (5 in. thick; Hardness 5; hp 120; Break [DC 28, DC 35 with triple deadbolt locks]; Open Lock [DC 30 x3] leads out to the street.

Birkaby tends his office himself, keeping it as impeccably clean as the rest of the inn. A table near the door from the main bar area is clearly intended for any weapons a visitor might be carrying. Birkaby's desk occupies the back of the room, in front of two large windows protected by heavy wood shutters. His desk is covered with papers and ledgers required for the day to day operations of his business, as well as several books of fiction, a book of poetry authored by Birkaby himself, and a collection of seashells. A **safe** behind the desk chair holds money for daily requirements, usually containing 35 gp, 125 sp, and 135 cp. Birkaby keeps his main treasure hidden in a **secret vault** (Search [DC 35]; Open Lock [DC 38]) under the stairs. The vault contains: a gold dagger set with small emeralds (600 gp); 4 rubies (200 gp each), 3 opals (100 gp each); 2 jade (90 gp each), 15 smaller gems (8d8 gp each), a carefully folded pirate's flag, 4 tapestries (100 gp each), a silver goblet (50 gp), a sack containing 350 gp, and a sack containing 427 sp.

Birkaby Long-Arm, male human Ftr9: CR 9; hp ; AL CE; SL 6; Str 15, Dex 10, Con 16, Int 12, Wis 10, Cha 13; *+1 longsword*, *+1 ring of protection*. Birkaby, a skilled pirate captain, was cursed and abandoned on an island by his crew. Eventually making his way off the island and to a private stash of treasure, he was able to come to the City State and purchase a painful, lengthy cure. He now runs the inn as a way to keep close to the clerics that healed him, in fear of a reoccurrence. Despite his own trials, Birkaby has a cruel streak that he simply cannot control. He makes brutal, mocking comments to his own customers, mocking them further when they act powerless against his words.

114. Scribe

Wearing the ape skin garb of the priests of **Hanuman the Accursed**, **Toddy Carchimbor** stands out in a crowd. He provides standard writing services, supplying scrolls for 5 gp and short notes for 1 gp. Although pleasant, friendly, and outwardly meek, Toddy is a fierce fighter and has the added bonus in the possession of a prayer bead that puts him in direct communication with his god. A cashbox near his writing materials holds 26 gp while the **locked chest** contains a gold axe (200 gp), a *divine scroll of protection from good* (caster level 4), 508 gp, 152 sp, and 533 cp.

Toddy Carchimbor, male human Clr4: CR 4; hp 21; Str 11, Dex 14, Con 10, Int 9, Wis 16, Cha 15; ape skin armor (leather armor), masterwork mace.

115. Casks

Lidget Mestor, a corpulent, talkative, animated man with brightly colored clothing, provides work for **6 craftsmen** (Exp1) by constantly hawking his casks and kegs to the many brewers, taverns, and inns in the area. He sells casks for 1 cp and 3 kegs for 1 cp, with delivery of the empty containers costing extra. Lidget's friendly, talkative nature makes him an excellent source of rumors and legends even though he does sometimes get stories mixed up or combined. He keeps a watchful eye on his cashbox which contains 13 gp, 42 sp, and 479 cp.

Lidget Mestor, male human Ftr4: CR 4; hp 38; AL CG; SL 9; Str 11, Dex 8; Con 16, Int 15, Wis 11, Cha 14; masterwork short sword.

116. Cloaks and Tunics

Ten craftsmen (Exp1; dagger) keep busy all day making cloaks (1 sp) and tunics (2 sp). **Irmugar the Cunning** also supplies cloaks and tunics made from wool at twice the cost, tripling the price for garments made of silk. Irmugar received his nickname after outsmarting a titan who then halted a battle for 16 days. He takes great pride in a *+2 cloak of resistance* disguised to look

mundane given to him by the titan. A silver shield (170 gp) hangs over the hearth and a **locked trunk** in the back contains a flail, quiver of 20 arrows, composite longbow, 57 gp, 33 sp, and 15 cp.

Irmugar the Cunning, male human Ftr3: CR 3; hp 27; Str 16, Dex 8, Con 14, Int 15, Wis 11, Cha 13; *+2 cloak of resistance*, masterwork longsword.

117. Tailor

Gadichan Hejey's tailored clothing is in great demand despite the 3d6 days required to make it. Bark-cloth clothing is most popular with loin clothes (1 cp), robes (7 cp), togas (8 cp), skullcaps (1cp), conical hats (4 cp), gambesons (7 cp), turbans (3 cp), hose (3 cp), pantaloons (6 cp), short coats (5 cp), and gowns (9 cp) almost always in stock and easily tailored to fit. Linen (2x price), wool (3x price), and silk (4x price) are also available but take twice as long to create. "**Slobones**," Gadichan's talking dog, often plays checkers with customers and has yet to be beaten. Slobones is really a **young adult gold dragon** that enjoys observing people in the city and must disappear for 1 day out of every week to go hunting. Gadichan frequently reduces his prices by 1d6 cp (though never below 1 cp) for customers his dog happens to like.

Gadichan Hejey, male human Ftr1/Exp3: CR 3; hp ; AL LG; SL 6; Str 12, Dex 13, Con 11, Int 14, Wis 12, Cha 8; Craft (clothing) +9, Profession (tailor) +7; dagger.

Slobones the "Dog," young adult gold dragon: CR 13; hp 230; see the MM.

118. Wine

Although **Nitevit Klazator's** wines flavored with spices, herbs, flowers, and small insects are very popular (1d6 gp/narrow-mouthed bottle), the entertainment provided by the **14 beautiful women** (Exp1; Cha 14+1d4) dancing in the giant wine vat is what draws in vast numbers of customers (NA 4d6, lvl 1d6). Spectators are charged 1 gp each and are encouraged to purchase several bottles of wine by the dancing women. The vat itself has a false bottom (Search DC 30) concealing 2260 gp, 662 sp, and 358 cp while the cashbox behind the counter holds only 11 gp, 5 sp, and 15 cp.

Nitevit Klazator, male human Ftr10: CR 10; AL N; SL 5; Str 12, Dex 8, Con 11, Int 12, Wis 14, Cha 12; Craft (fine wine) +13; Weapon Focus (rapier), Weapon Specialization (rapier); cane sword (*+2 rapier* sheathed in a sturdy maple cane). Nitevit is elderly, hunchbacked, pallid, and overly fond of his products, but also easy to get along with and a shrewd businessman.

119. Glass

The heat and glow of the furnace keep the building uncomfortably warm. **Gawfrin Wild-Hair** keeps **4 craftsmen** (Exp1) working late into the night making toilet jars, drinking vessels, jugs, and bottles (3 sp each) with intricate molds that are rotated in and out of the furnace. Gawfrin is visited often (20% chance) by his slightly mad friend **Cadedyfon the Deathless** as well as wizards and priests looking for special bottles or other glass products (NA 1d4–1, Clr, Sor, or Wiz lvl 2d4).

Gawfrin Wild-Hair, male human Ftr6: CR 6; hp 43; AL LE; SL 7; Str 13; Dex 8; Con 12, Int 14; Wis 18, Cha 9; Craft (glass) +11; masterwork dagger, +1 ring of protection. Gawfrin wears his often scorched hair in long, twisted, dingy braids.

Cadedyfon the Deathless, male human Wiz9: CR 9; hp 38; AL LE; SL 5; Str 10; Dex 14, Con 12, Int 17, Wis 13, Cha 8; Combat Casting, Spell Focus (Enchantment), Toughness; masterwork dagger, *+2 bracers of armor*, *wand of hold person* (43 charges, caster level 9, Will save DC 17 due to Spell Focus). Cadedyfon believes in power, and nothing else. He has been working on new ways to dominate and subjugate slaves and is always willing to test them on new victims.

120. Carpets

Overstocked shelves bow under the weight of rush mats (3 cp), flaxen rugs (3 sp), and wool carpets (2 gp). Known as a harsh, cruel man, **Ar-Naney** keeps **42 slaves** (Com1; hp 2) working 14 hours a day through repeated beatings and constant cursing. He is so cruel that he has had repeated runaways. A cashbox beneath the some of the rugs (Search DC 18) contains 42 gp, 31 sp, and 42 cp. Other rooms contain more interesting "treasures." Ar-Naney keeps his daughter, **Dusty Cigfaleina** (Ftr2; hp 19; Cha 15; dagger), prisoner in her own room because she knows about **Salome**, the **female vampire** he protects in the cellar. Her coffin holds two pieces of jewelry worth 1200 gp each and a *ring of water walking*.

Ar-Naney the Cruel, male human Ftr5: CR 5; hp 41; AL LE; SL 6; Str 15, Dex 13, Con 14, Int 14, Wis 9, Cha 9; Expertise, Improved Trip; Weapon Focus (Flail), Weapon Specialization (Flail); masterwork flail.

Salome, female vampire, Ftr5: CR 7; hp 32; see the MM.

121. Chains & Locks

Rumors claim the five skeletons hanging from the wall belong to complaining customers placed there to see if they could break their chains. **Thetistor Wonker** provides strong chains (Hardness 10; hp 20; Break [DC 18];1 sp/foot), double

chains (Hardness 10; hp 40; Break [DC 24]; 3 sp/foot), and triple chains (Hardness 10; hp 60; Break [DC 28]; 9 sp/foot). He also sells shackles, fetters, and locks (Hardness 10; hp 20; Break [DC 24]; Open Lock [DC 28]) as special orders (3d6 days, price determined by DM). A sturdy, triple-locked, **trapped bronze chest** (Open Lock [DC 28; x3 for three locks]) hidden beneath some old chains in the corner (Search DC 24) contains 129 gp, 345 sp, 37 cp and a 1000 gp garnet in a special lid compartment (Search DC 28).

Poison Needle Trap: CR 1; mechanical; location trigger; manual reset; Atk +8 ranged (1 plus greenblood oil poison); Search DC 22; Disable Device DC 22.

Thetistor Wonker, male human Ftr7: CR 7; hp 55; AL CE; SL 6; Str 13, Dex 16, Con 14, Int 10, Wis 12, Cha 8; Exotic Weapon Proficiency (spiked chain), Weapon Finesse (spiked chain), Weapon Focus (spiked chain), Weapon Specialization (spiked chain); *+1 spiked chain* (kept wrapped around his waist like a belt). Dark hair and piercing black eyes match his twisted smile and wild mood swings. Thetistor can be extraordinarily violent and cruel when in the "right mood."

122. Oil

Hasok the Old maintains a rather fearsome reputation despite his bowed shoulders and shaggy gray hair. Hasok sells flasks of oil for 3 gp and large cauldrons for 240 gp and has **3 orc slaves** (longswords) to help him move the heavy cauldrons in and out of the shop. Hasok keeps his money in the cellar, storing it at the bottom of a cauldron of boiling oil (Search [DC 25]; 45 gp, 10 sp, and 345 cp).

Hasok the Old, male human Ftr5: CR 5; hp 44; AL CE; SL 7; Str 14; Dex 10; Con 14; Int 13, Wis 15, Cha 13; *+1 dagger* (ornate, trimmed with silver). Despite his age, Hasok is still a powerful, fearsome warrior resulting in rumors he has orc blood running through his veins.

Orc slave (3): CR 1/2; hp 4; see the MM.

123. Baker

Blessed, or cursed, with four beautiful daughters, **Kazanit White-Shaft** is forced to work constantly to supply military units with black bread (1 cp/loaf). His daughters, **Tejelina**, **Dokarina**, **Pialienna**, and **Lknphina** (Ftr1; Cha 14+1d4; daggers) help make the bread while flirting with attractive male customers, preferring those in uniform or wearing armor. Kazanit keeps a cashbox holding 61 gp, 55 sp, and 656 cp beneath the counter along with his sword "Dragon Song."

Kazanit White-Shaft, male human Ftr4: CR 4; hp 27; AL N; SL 6; Str 14; Dex 13, Con 10, Int 8, Wis 17, Cha 10; ornate masterwork longsword named "Dragon Song" (1,200 gp). Kazanit wants to marry his daughters off and is getting less choosey about who marries them as time goes on.

124. Tanner

The tightly **barred doors** are only opened for business purposes because **Dogleg Halwili** is rather suspicious. Squat, muscular, and threatening, he keeps **32 goblin slaves** in line using no more than his angry bellow. Four large vats filled with various foul-smelling substances somehow give rise to large quantities of soft, supple leather which is supplied to bookbinders, armorers, and tailors for 1 cp/square yard. Dogleg's pride and joy is the **troll slave Caerix** hidden in the back room guarding his **chest** (365 gp, 7562 sp, 465 cp, and a pearl necklace worth 560 gp).

Dogleg Halwili, male human Ftr5: CR 5; hp 40; AL LE; SL 7; Str 14, Dex 10; Con 14, Int 13; Wis 9; Cha 17; Intimidate +11; masterwork longsword.

Goblin slave (32): CR 1/4; hp 4; see the MM.

Caerix the Troll: CR 5; hp 63; see the MM.

125. Whips

Bullwhip Oddeith is fond of demonstrating the quality of his whips on the backs of his slaves, or customer's slaves as the whim strikes him. Oddeith's whips are made of tightly bound leather and range up to masterwork quality. Oddeith keeps his cashbox (13 gp, 46 sp, and 6 cp) on the counter, just out of reach of the **5 female slaves** (Com1) shackled to the back wall. Oddeith is willing to kill to protect a map to 5500 gp buried in **Mermist Swamp** he hides beneath the counter (Search DC 20).

Bullwhip Oddeith, male human Ftr4: CR 4; hp 38; AL CN; SL 5; Str 12, Dex 13, Con 16, Int 10, Wis 12, Cha 8; Exotic Weapon Proficiency (whip), Weapon Focus (whip), Weapon Specialization (whip); *+1 whip*.

126. Exotic Food Shop

As a bishop of **Idun**, **Rheu Dather** seeks to glorify food by supplying exotic cuisine to the rich to make money used to feed the poor. Rheu sells bat's eyes (1 cp), mutton chops (2 cp), slug eggs (3 cp), tortoises (4 cp), sugared beetle brains (1 gp), chopped lizard tails (1 gp), barbecued owlbear ribs (1 gp), griffon nibblers (2 gp), chili "surprise" (4 gp); and cockatrice stuffed with olives, snake eggs, and baby squids (5 gp) and pays hunters to maintain supplies of exotic items. Rheu's daughter **Haniena** (Ftr2; Cha 15; 150 gp in jewelry) serves the

food with the help of **7 wenches** (Exp1; Cha 14+1d4). Visitors include nobles, merchants, and clerics (NA 2d6, lvl 1d12). Rheu stores 57 gp, 250 sp, and 421 cp in a sturdy, but unlocked, cashbox but uses most of his money to help feed the poor.

Rheu Dather, male human Clr6: CR 6; hp 31; AL LG; SL 8; Str 13, Dex 8, Con 11, Int 10, Wis 15, Cha 16; Profession (cook) +11; *+1 quarterstaff*.

127. Lamps

Spyridan the Eagle's shop is filled with lamps of intricate design including copper lamps (4 gp), iron lamps (10 gp), silver lamps (18 gp) as well as equally intricate incense burners (half the price of the lamps) and tinder boxes (8 gp). Spyridan is assisted by **2 trolls** named **Swontris** and **Mavjarix** as well as **Bly Foxasar** (Exp3; hp 21; Con 16; Craft [lamp] +8; longsword). Bly has a standard bet of 5 gp that he can drink anyone under the table after work at the Starfish Tavern (he can handle 16+1d6 drinks before collapsing). Spyridan is rumored to have a sideline business of selling thieves to **Harinya the Hunchback** to be rendered down for candles. **Rubrina** the slave girl (Com1; Cha 14) helps tend the store and performs any other functions Spyridan requests. Spyridan stores 15 silver lamps, 302 gp, 53 sp, and 155 cp inside a huge bronze burner protected with a permanent *symbol*.

Symbol of Sleep: CR 6; spell; spell trigger; no reset; spell effect (symbol of sleep, 10th wizard, 8 or fewer HD sleep for 2d6x10 minutes, Will DC 17 negates, cannot be awakened); Search DC 30; Disable Device DC 30.

Spyridan the Eagle, male human Ftr5: CR 5; hp 42; AL LE; SL 7; Str 13, Dex 10, Con 15, Int 12, Wis 14, Cha 12; dagger, hammer.

Swontris and Mavjarix, trolls: CR 5; hp 63; see the MM.

128. Clay Pots

Buga Garzelit, a filthy, lice-infested man with dark hair, works steadily to support his wife, **Gwartina** (Ftr3; Cha 7; longsword), and their six lazy sons; **Benselit**, **Efnislit**, **Welit**, **Bone-lip**, **Dyfelit the Ruthless**, **Otirlit**, and **Uchidlit Cross-Beard** (Ftr4; longswords). Garzelit sells huge clay pots (1d6 cp, based on size) and lids (1 cp). A **banded chest** (Open Lock [DC 32]) holding some of Garzelit's war mementos and a ***magic carpet*** (see below) is hidden in the attic. Garzelit does virtually all of the work, with his wife and sons doing little more than driving customers away.

Magic carpet: Garzelit found the carpet on the ground after a large battle and brought it home. It flies south every full moon to hover over a glimmering rock pointing to a buried tomb full of treasure. Unfortunately, Garzelit can't read the instructions woven into the carpet and is willing to part with it for 2,000 gp. The carpet can hold 2 SZ M or smaller humanoids and fly at a speed of 90 (average) for up to 2 hours each day.

Buga Garzelit, male human Ftr5: CR 5; hp 40; AL N; SL 7; Str 15, Dex 12, Con 14, Int 13, Wis 8, Cha 12; Craft (potter) +9; masterwork dagger.

129. Tinsmith

Barsak and his dear friend, **Grugalin**, shape pots, pans, and jewelry for peasants and commoners (1d6 sp, triple for jewelry). Grugalin is fond of gifts, even small trinkets, and tells many stories to the giver, including at least one legend and two rumors. A trapdoor inside the furnace leads to a small tunnel concealing a **silver-banded chest** (Hardness 10; hp 60; Break [DC 28]; Open Lock [DC 28]) holding 1537 gp, 140 sp, and 25 cp. The dwarves have a mutual protection pact with **Agar** next door.

Barsak, male dwarf Ftr4: CR 4; hp 39; AL CG; SL 6; Str 15; Dex 13; Con 16; Int 11, Wis 11, Cha 9; masterwork hammer.

Grugalin, male dwarf Brd3: CR 3; hp 19; AL CG; SL 3; Str 10, Dex 13, Con 14, Int 12, Wis 8; Cha 14; masterwork dagger.

130. Silversmith

Agar the Abstruse became a renowned hero of the city after sacrificing his holy sword, "Slender Sweep," to rescue a fleet of ships from the gaping jaws of a sea monster. Agar employs **4 halflings** (Exp1) to tend the fires and provide other assistance. Agar generally sells silver tankards (10 gp/each) and makes silver jewelry to order. In rare instances he is also willing to provide silver weapons. Five silver daggers and a suit of silver plate armor hang on the walls and a massive **stone coffer** (8 in. thick; Hardness 8; hp 120; Break [DC 28]; Open Lock [DC 28]; Strength check [DC 30] to move) squats in the corner. The coffer contains 236 gp, 31,615 sp, 24 cp and 10 ingots of silver (10 gp each). Agar has a mutual protection pact with the dwarves next door.

Agar the Abstruse, male human Pal6: CR 6; hp 38; Str 12; Dex 12, Con 10, Int 15, Wis 14, Cha 13; Craft (silversmith) +11, Craft (weaponsmith) +11; masterwork longsword, holy symbol. Agar, a pleasant, kindly gentleman, has given up his adventuring ways and begun to accept the variety of creatures and opinions existing in the City State.

131. Magistrate's Residence

Known for his aesthetic displays of pyrotechnic magic and his fondness for banquets, **Rewang the Reconcilor** is rumored to be a high-ranking member of the Sacred Owl Clan. His hobby is determining minor legal infractions by strangers. He has **8 slaves** (Com1) that serve him and guard his well-appointed home and often (45%) hires **2d6 mercenaries** (Ftr1) as additional guards when he is out of the house. An **enchanted gold chest** (worth 2700 gp alone; Hardness 10; hp 120; Break [DC 32]; Open Lock [DC 32]) containing 750 gp and 4 pieces of *invisible* jewelry (500 gp each) is hidden beneath his bed in the upstairs bedroom.

Rewang the Reconcilor, male human Wiz7: CR 7; hp 29; AL LN; SL 9; Str 9, Dex 14, Con 13, Int 16, Wis 11, Cha 10; Concentration +11, Spellcraft +13; Improved Initiative; Toughness; *+1 ring of protection*, *+1 bracers of armor*, *+1 dagger*, *wand of magic missiles* (caster level 7; 37 charges).

132. Magistrate's Daughter

Weak-willed, argumentative, and prone to emotional fits, **Deotina** is a well-known spinster and destined to remain so. She keeps a *wand of burning hands*, *potion of fire resistance*, and an *arcane scroll of protection from good* hidden in the false bottom of her table (Search DC 25) where a spring latch brings them quickly to hand. Although it is her personality and not her looks that drives men away, she has taken to wearing a silver mask (30 gp) when confronted by males of any species.

Deotina the Spinster, female human Wiz4: CR 4; hp 13; AL LE; SL 6; Str 8; Dex 15; Con 10; Int 17; Wis 10, Cha 11; Toughness; masterwork dagger, 360 gp worth of jewelry.

133. Oarlock's Up

This corner spot on Cross Road is a perfect location for an upscale tavern and **Zhasar the Langan** has made the best of it. **Four dancing pigs** and **Efrailyn the Leopard Woman** (Brd2; hp 12; Cha 17; Perform [comedy] +4, Perform [dance] +5, Perform [poetry] +4, Perform [sing] +4; dagger) provide entertainment for nobles, knights, and wealthy merchants (NA 30+1d6, Ari, Ftr, or Exp lvl 1d12). Festive boards of vegetables fried in bear fat, crayfish puree, grub pies, camel consommé, and blue grog are included in the cover charge of 2 gp. Food is prepared by **2 cooks** (Exp1) in the back and served by **4 barmaids** (Com1) dressed in harem clothing. A **cashbox** behind the counter contains 555 gp, 36 sp, and 25 cp while, unknown to any, 20 gp are hidden behind a brick in back of the fireplace (Search DC 28).

Zhasar the Langan, male human Sor5: CR 5; hp 22; AL N; SL 7; Str 8, Dex 14, Con 13, Int 10, Wis 13, Cha 15; Toughness; masterwork dagger.

134. Silver Eel Inn

Baidar keeps a steady clientele of thieves, bandits, and mercenaries (NA 20+1d10; lvl 1d6) who come to see **Djela the Belly Dancer** (Altanian Brd2; Cha 17; Perform +8 [dance]) who wears little more than a sheathed longsword (ancient heirloom of the Tiger Clan; *+1 longsword*; Int 11, Wis 8, Cha 14, Ego 5; Communication, empathy; AL N; grants Improved Initiative; appears mundane). Djela is protected by her own **pet panther** as well as **Mongri**, the bartender (elf Ftr3; longsword). **Pegleg Sabtor** (Ftr2; longsword, 2 emeralds [500 gp] hidden in wooden leg) cooks the meals (2 sp), which is served with mead (1 sp) by **4 barmaids** (Com1). Rooms are 4 sp/night but Baidar has been known to charge extra for unusual customers.

A sturdy **chest** in Baidar's room holds a masterwork falchion with a jasper pommel (650 gp), masterwork chainmail shirt, 110 gp, 95 sp, and 40 cp. The lock of the chest is enchanted to change into a **small cobra** if touched by anyone other than Baidar.

Cobra (Small Viper): CR 1/2; hp 4; see the MM.

Baidar Grey-Eyes, male human Ftr4: CR 4; hp 34; AL CG; SL 7; Str 17, Dex 10, Con 15, Int 10, Wis 12, Cha 8; SA psionic blast (1/day 60 ft. cone, Will save [DC 17] or stunned 2d4 rounds); masterwork longsword. Baidar keeps his strange psionic ability a secret if he can; using his silver and grey eyes as a conversation piece to turn away questions that might reveal this power.

135. Prancing Ki-Rin Saloon

Catering to trolls, gnolls, fugitive goblins and brigands (NA 6d6, lvl 1d6), **Grotesque Jagyuk** serves ale (1 sp), meals of bread and cheese (1 cp) and his famous "Balrog Blast" (2 gp), a burning drink that causes almost instant drunkenness (Fortitude save [DC 15] or drunk). Troll patrons almost always try to rob humans (60% chance) usually to the delight of other

patrons. **Ten orc slaves** keep the customers served while **5 slaves** (Female human Com1) dance on the stage. Jagyuk has an entrance to a tunnel complex hidden beneath the gaming table (Search DC 28). The complex leads to a small lair of **orcs (15)** guarding 280 gp, 324 sp, 210 cp, and two small quartz gems (50 gp each).

Grotesque Jagyuk, male orc Ftr3: CR 3; hp 32; AL CE; SL 4; Str 19, Dex 9, Con 17, Int 10, Wis 9, Cha 7; masterwork morning star.

Orc (25 in all): CR 1/2; hp 4; see the MM.

136. Thieves' Guild

The labyrinthine, multi-level ancient fortress of the Guild is imposing due to its age as well as its 12 foot thick walls. Once protecting an ancient religion devoted to thievery, many levels and secret passageways haven't been seen for centuries, unless the glowing eyes of the **skeletal thieves** count. They hold the new order of thieves in great disdain and hate them for forgetting their god and deeds. Despite rumors of vast treasures hidden below, even the new order of thieves is unwilling to venture into the moaning depths.

The guild is presently run by **Kaflatela, the Hound of Death**, who is guarded by **6 guard dogs** and **2 wolves**. Kaflatela regularly switches meeting places and sleeping quarters as a standard precaution. At any time in the City State there are 10+1d10 thieves (Rog9 and higher), 20+1d10 master pilferers (Rog8), 20+2d10 pilferers (Rog7), 30+1d10 sharpers (Rog6), 30+2d10 burglars (Rog5), 50+3d10 robbers (Rog4), 60+6d10 footpads (Rog2–3), and 100+10d10 apprentices (Rog1) operating in the city. These numbers do not include thieves working without the guilds' protection, something actively discouraged by guild members through violence. Guild members pay 50% of their "earnings" as dues to the guild until reaching 3rd level, when payment drops by 10% per level to a minimum of 10%. Dues pay for bribes to the Lord Prefect, safe hideaways for offenders sought by guards, safe places to sell and purchase special goods, and general upkeep of the actively used portions of the fortress.

Kaflatela's major lieutenants are a diverse crowd that includes **Krevos the Successor** (Rog9), the chief lieutenant of Kaflatela who runs day to day operations. **Andrid the Master Pilferer** (Rog8) maintains his popularity through his possession of a *chime of opening* that he trusts no one with. **Zorm the Gristle-Dome** (Rog8) oversees general pickpockets and pick pocket operations while **Shadow Hawk** (Rog9) acts more as a solitary thief and often as an enforcer when needed. **Vathak the Thief** (Rog9) is known and respected for having a fine mind for planning complicated heists while **Fassith the Tight Lipped** (Rog9) and **Sleyvos the Scoundrel** (Rog9) run simple confidence and blackmail operations.

The fortress itself has a number of possible entrances, many of which are forgotten. The three main, recognized entrances are guarded by a **thief** (Rog9), **2 master pilferers** (Rog8), and **2d6** additional **guild members** (Rog, lvl 1d6) positioned at carefully designed ambush points and armed with swords, daggers, and nets. At any high level meeting 10+1d6 thieves (Rog9) and 20+1d6 master pilferers (Rog8) are present, with lower level guild members only present by special invitation. The location and time of these meetings is a carefully guarded secret often only known by the attendees less than a day beforehand.

Clearly, the Thieves' Guild is a dangerous place to go without an invitation. Nonetheless, someone may wish to do so. Members of the guild, of course, are able to enter safely. Even members find that some areas are not easily accessible. Kaflatela knows about the skeletal master thieves below the guild and of their hatred for the living thieves. Nothing bothers him more than the fact that his guild members' greatest fears lie immediately beneath the guild itself. The **stone door** to the lower levels is protected by a particularly complex lock and an extremely devious trap.

Stone Door: 12 in. thick; Hardness 8; hp 180; Break (DC 28); Open Lock (DC 35).

Sleep Gas Trap: CR 3; magic device; location trigger; no reset; spell effect (sleep, 5th level wizard, sleep for 5 minutes, DC 11 Will avoids); multiple targets (all within 10 ft.); Search DC 26; Disable Device DC 26.

The room outside the door is checked every few hours. Sleeping "guests" are dragged before Kaflatela or one of his lieutenants for a "conversation." Guild members are warned and watched carefully after a first capture. Anyone from outside the guild is disposed of quietly. The high security protects the guild treasury as well as keeping the skeletal thieves from escaping and wreaking havoc on the guild.

Wraith Overlord: There are many chambers and tunnels beneath the Thieves' Guild. They are detailed in the Thieves' Guild chapter of Part II: Wraith Overlord.

137. Crystal Flagon Banquet Hall

Only nobles and gentlemen (NA 10+1d6, Ari, Clr, or Ftr lvl 1d12) are admitted to this exclusive restaurant. **Lampoon Tryfineri** serves roast turkey, venison, spiced ham, 19 different soups, and 19 rare wines for 10 gp/meal. **Ten slaves** (Com1), **19 topless serving maids** (Exp1; Cha 11+1d6), **4 cooks** (Exp2), and **2 wine stewards** (Exp2) insure that all patrons are served in equal time. Rumor has it that Lampoon received the hall as a gift from a grateful djinni. The strongbox (Hardness 10; hp 60; Break [DC 28]; Open Lock [DC 25]) behind the counter holds 1536 gp, 23 sp, and 44 cp.

Lampoon Tryfineri, male human Sor4: CR 4; hp 20; AL N; SL 7; Str 7, Dex 17, Con 14, Int 11, Wis 14, Cha 17; Improved Initiative; masterwork silver dagger.

138. Barracks, 4th Company

The 4th Company consists of **35 swordsmen** (War2), **40 lt. crossbowmen** (War1), **25 archers** (War1), **42 militia pikemen**, and **15 catapultists** (Exp1) that are served by 37 slaves (Com1). Known to be undisciplined, slovenly, and prone to arguments, **Sergeant Jakamar** does nothing to cut down on the gambling or any fighting that occurs. Inspections are infrequent (3% chance/week) and cursory, allowing the company to maintain its filthy manners. A **treasury chest** (unlocked) in Jakamar's quarters holds 176 gp, 42 sp, and 248 cp. A successful Gather Information check (DC 18) allows the PCs to learn that a family of werewolves has been discovered in one of the cellars across the street.

Sergeant Jakamar Bow-Back, male human Ftr4: CR 4; hp 34; AL CG; SL 8; Str 16, Dex 13, Con 14, Int 10, Wis 12, Cha 8; masterwork longsword. Although lazy, sergeant is talkative, friendly and pleasant to be around. His position is due to family connections rather than real leadership skill.

139. Wall Captain

Tragon the Tall ignores his men in battle, trusting that his reputation and ferocity inspires them to action when needed. Gossip claims he keeps a **gnoll concubine** hidden in his heavily curtained quarters, and feeds her human flesh when needed. Tragon owns **3 bulky slaves** (War2; hp 19; longswords) that guard his quarters and protect his **chest** containing *boots of elvenkind*, a gold chased buckler (157 gp), an ivory collar with a 15 inch gold chain (68 gp), silver stirrups (7 gp), 211 gp, 450 sp, and 215 cp.

Tragon the Tall, male human Ftr5: CR 5; hp 36; AL LE; SL 10; Str 16, Dex 14, Con 13; Int 13, Wis 12, Cha 10; masterwork greatsword. Arrogant and self-confident, Tragon stands just over 7 feet tall and wears a tall, plumed helm to insure he can be seen during battle.

Gnoll Concubine (should the Judge deem the rumor to be true): CR 1; hp 11; see the MM.

140. Stable

As a retired cavalry guide, **Gwalcibar** has a vague recollection of the general lay of the land up to 200 miles to the east. He and his **5 stable hands** (Exp1) groom and stable horses for 6 cp/night and shoe them for an additional 5 cp. A **strongbox** containing 42 gp, 45 sp, and 122 cp is hidden in the hayloft (Search DC 20).

Gwalcibar the Guide, male human Rgr5: CR 5; hp 38; AL CG; SL 6; Str 12, Dex 14, Con 13, Int 10, Wis 12, Cha 15; Handle Animal +10, Survival +9; masterwork spear.

141. Assassins' Guild

This highly protected building houses the Assassins' Guild which maintains close ties with the Black Lotus. In fact, most of the secret police are members, and a majority of assignments are for the government. The Guild is presently at war with the Thieves' Guild, but these battles only take place in the sewers and tunnels beneath the City State. Initiation into the guild requires training with a high ranking member (5 kills minimum) for 6 or more months and finally, a solo contract assassination. Guild fees are 10% of all collections or 5 gp/month for those not actively working with benefits including safe houses, bribery money paid to guards and judges, and the like. The highest ranking assassins are essentially on permanent salary for the Overlord. The guild operates within the City State and accepts contracts on anyone within 500 miles.

Guildmaster Hreimar, male human Rog5/Asn9: CR 14; hp 59; Str 16, Dex 12, Con 12, Int 16, Wis 14, Cha 15; *+2 longsword*, *boots of speed*, *cloak of displacement* (major). Although handsome, Hreimar can make his appearance so bland that nobody can recall his face. Anyone meeting him would have no idea of his true job.

142. Tanglebones Tavern

Stinking of spilled mead and fried fish, Tanglebones Tavern is a haven for thieves, brigands, and trolls (NA 6d6, Rog lvl 1d12). **Karstak Nyr** tends the bar with the help of **2 troll barmaids** and **3 scullery slaves** (Com1). Karstak and his troll servers keep order in the tavern, separating visiting trolls from potential food when necessary, helped occasionally by **Rorik Wulder** (wereboar), a permanent guest. Rooms go for 10 gp/week and include a bath by the serving maids, alligator milk, and fried trout each day. Those that come only for the food can enjoy mead (3cp) and the best tasting fried trout in the city (2 sp).

Karstak Nyr, male human Ftr3: CR 3; hp 29: AL LE: SL 7; Str 10, Dex 13, Con 14, Int 14, Wis 15, Cha 8; "Troll Bane" (a magic longsword that secretes an acid particularly damaging to trolls [+1d6 acid damage], value equal to a *+1 longsword*). Known for his ability to speak to, and command, trolls, Karstak is tall, broad-shouldered man with thinning hair and long scars down his left cheek.

143. Bellowdeck's Inn

Although the inn itself is clean, the customers are a rough and tumble crowd of gnolls, pirates, and buccaneers (NA 30+2d6, Ftr or Rog lvl 1d4) that tend to frighten away others brave enough to venture into this part of the city. **Sangrel**, a pleasant man with brightly colored clothing, runs the inn with the help of **5 barmaids** (Com2), **3 maids** (Com1), and **2 slave guards** (War2). Charging only 4 sp/week for a room and selling potluck stew (1 cp), ale (2 cp), grog (1 sp), and rum (2 sp) for reasonable prices maintains a steady clientele despite the rough neighborhood. Sangrel keeps a **cashbox** containing 21 gp, 36 sp, and 56 cp hidden in a secret closet (Search DC 28) inside his private room.

Sangrel the Flowery, male human Rog4: CR 4; hp 20; AL CE; SL 5; Str 11, Dex 16, Con 12, Int 13, Wis 11, Cha 10; *+1 dagger*.

144. Cut-Throat Inn

Whispered rumors claim that **Long Vran** runs the cleanest and deadliest inn within 200 miles. Berserkers, buccaneers and brigands (NA 40+1d6; Bbn, Ftr, or Rog lvl 1d6) flock here to exchange tips, sell information, and strike dark bargains. Rooms cost a mere 1 sp/night, but anyone staying here is immediately a target for thieves (20% chance of robbery; NA 1d4; Rog 1d4). Wine (2 gp) is served with biscuits and gravy (1 cp) with mugs of sour ale going for 1 cp. Fights often break out with such a violent, suspicious crowd (15% chance of attack) with combatants surrounded, cheered, and jeered by customers.

Long Vran Verusbel, male human Ftr4: CR 4; hp 34; AL CE; SL 6; Str 16, Dex 12, Con 14, Int 12, Wis 10, Cha 6; masterwork longsword.

145. Slaver

Openly hated by dwarves, **Castig Sun-Hiker** is the only slaver to send his caravans into the mountains north of the City State and is the only source of dwarven slaves. Castig and his **10 mercenary guards** (Ftr, lvl 1d6) attack any dwarves or gnomes attempting to enter his home believing them to be assassins. Castig keeps a sturdy **brass chest** holding twelve 50 gp gems, 596 gp, 978 cp, and 600 cp hidden beneath some blankets in his room (Search DC 20).

Castig Sun-Hiker, male human Ftr7: CR 7; hp ; AL CE; SL 8; Str 12, Dex 13, Con 16, Int 12, Wis 10, Cha 11; +1 longsword, +1 cloak of resistance.

146. Poet

Rumored to be favored by the Overlord himself, **Bergin** only works for prestigious individuals (SL 6 or higher) and charges a high commission (20 gp x SL). Blithely unconcerned about changing opinions and styles, Bergin spends everything he earns at the Drunken Reveler and is found in a drunken stupor far more often than awake.

Bergin the Loafer, male human Brd5: CR 5; hp 20; AL CE; SL 5; Str 14, Dex 14, Con 10, Int 11, Wis 12, Cha 14; Perform (comedy) +3, Perform (dance) +3, Perform (wind instruments) +3, Perform (stringed instruments) +3, perform (poetry) +4, perform (sing) +4; masterwork dagger.

147. Orator

Anoletine makes a living boring and distracting crowds with his dull intonation and low voice allowing cutpurses to flagrantly rob his audiences. Usually paid 20 gp/ten minutes, he has a 70% chance of distracting someone listening to him for more ten minutes or more (Will save [DC 13] to resist). Distracted characters suffer a –10 circumstance penalty to Spot checks aimed at anyone attempting to Pick Pockets.

Anoletine the Bore, male human Ftr5: CR 5; hp 47; AL LE; SL 6; Str 11, Dex 11, Con 17, Int 13, Wis 14, Cha 13; masterwork dagger.

148. Poet

A gambling habit keeps **Gavcard** so poor that he is considered harmless and generally travels the city unarmed. He never gambles on credit, which keeps him out of debt but horribly poor, and can hold a tune well enough to eat at most taverns. He is famed for his arguably more talented companions, the **3 Ventriloquist Brothers** (male halfling, Brd2).

Gavcard the Pauper, male human Brd3: CR 3; hp 19; AL CG; SL 5; Str 13, Dex 15, Con 15, Int 12, Wis 8, Cha 13; Perform (comedy) +3, Perform (poetry) +2, Perform (wind instruments) +2, Perform (sing) +3.

149. Smith

Buk Harval is a nervous wreck after a year of being stalked every third night by a malignant, evil being and has fallen to making little more than horse shoes, nails, and barrel rings. Although Buk has never seen the creature, he is able to describe faint, unintelligible whispering and a wave of fear that penetrates the stoutest walls. Buk is willing to pay 350 gp to be rid of the creature. Unknown to Buk, one of the coins in the stash of 356 gp he has hidden beneath the anvil (Search DC 30) is a *demon's amulet* tied to a barizou.

Buk Harval, male human Ftr5: CR 5; hp 37; AL CG; SL 7; Str 10, Dex 17, Con 12, Int 8, Wis 15, Cha 15; dwarven hammer.

Barizou (1): CR 3; hp 13; see the ***Tome of Horrors*** by **Necromancer Games**.

150. Smith

Menakem, a thin, muscular, dark-skinned gentleman, employs **5 apprentices** (Exp2) to insure same day service (at 2x normal prices). Menakem focuses on shoeing and caring for horses (2 cp for shoes, 1 sp/day stable care), as well as making buckles, barding, bits, and occasionally nails. While capable of weapons work, Menakem saw enough violence during his adventuring days that he refuses to make weapons. Ornate silk wrappings (30 gp) conceal a gold horseshoe (300 gp) at the bottom of Menaken's tool box (Search DC 28) along with the key for the **cashbox** (138 gp, 556 sp, 125 cp, and 3 gems [80 gp each]) stored beneath a bin of coal.

Menakem, male human Ftr6: CR 6; hp 38; AL LG; SL 6; Str 12, Dex 15, Con 10, Int 12, Wis 11, Cha 14; *+1 dagger*.

151. Fisher

Yaridar Babok is an immensely successful fisherman, supplying numerous restaurants, merchants, and noble houses with his catch. He owns a sloop and two boats, as well as the slaves to man them, and knows the **Estuary of Roglaroon** and **Conqueror's River** well enough to travel them at night. Yaridar has many friends among the merfolk and gained much of his knowledge directly from them.

Yaridar Babok, male human Rgr6: CR 6; hp 43; AL LG; SL 8; Str 16, Dex 13, Con 12, Int 8, Wis 12, Cha 12; Survival +10; Iron Will; masterwork longsword (5,000 gp pearl hidden in the hilt; Search [DC 25])

152. Barber

Dodeckorth, often labeled "the Fiend," gives vicious, quick, close shaves that tend to leave the skin feeling burned. A former wagonmaster, he is familiar with the nearby hamlets of Altania and three nomad chieftains.

Dodeckorth the Fiend, male human Ftr4: CR 4; hp 30; AL N; SL 5; Str 12, Dex 13, Con 13, Int 11, Wis 8, Cha 13; *+1 dagger*.

153. Horse Trainer

Curly is considered one of the finest horse trainers in the entire City State. He can train horses to obey "whistle commands" in approximately 20 weeks (Handle Animal [DC 25]; +1 circumstance bonus for each week of training). Unfortunately, he is extremely lazy and refuses more than one order at a time, and even then only accepts orders after he has wasted all available cash on riotous living.

Curly Curdmal, male human Rgr3: CR 3; hp 24; AL N; SL 5; Str 12, Dex 18, Con 12, Int 12, Wis 14, Cha 11; Handle Animal +9, Profession (animal trainer) +5; Skill Focus (Handle Animal); masterwork spear.

154. End Gate

Vikan the Violent oversees **2 sergeants** (Ftr3), **30 foot** (War1), **48 catapultists** (Exp1), **60 crossbow** (War1), **40 archers** (War1), and **32 militia** (Com1) who are served by **24 slaves** (Com1). Considered a blasphemous malcontent due to his promotion of harmony and generosity, as well as his many protests, Vikan's parentage, connections among the nobility and dedication to his work have kept him from harm. There is a 10% chance/day that several knights have come to visit (NA 1d6, Ftr lvl 2+2d4).

Vikan the Violent, male human Ftr4: CR 4; hp 34; AL LG; SL 8; Str 11, Dex 10, Con 15, Int 11, Wis 12, Cha 14; masterwork longsword.

155. Mask Maker

Ponty maintains a collection of wood, clay, wax, and paper masks used for masquerades (1d6 gp), disguises (6+1d6 gp), or ceremonies (12+1d12 gp). Custom disguises are far more expensive (1d6x100 gp) but add a +3 circumstance bonus to Disguise checks. A hidden compartment (Search DC 28) in the east wall conceals his stash of 125 gp, 535 sp, and 400 cp.

Ponty the Sly, male human Rog5: CR 5; hp 26; AL CG; SL 6; Str 13, Dex 17, Con 13, Int 10, Wis 17, Cha 8; Craft (masks and disguises) +8, Disguise +7; ornate masterwork dagger (600 gp), *+1 ring of protection*.

156. School of Bards

Atlark the Hairy, Master Bard of the Canaith College, maintains a thriving school with numerous students (NA 20+1d10; Brd lvl 1d6). Colorful instruments, tapestries, and encouraging words cover the vast walls and rooms of the school helping the large, old building feel more comfortable. Bards that remain here to train gain one level per year as they are trained, fed, and clothed, but must turn earnings from all performances, public and private, directly over to the school.

Atlark the Hairy, male human Brd12: CR 12; hp 69; AL N; SL 9; Str 14, Dex 16, Con 15, Int 16, Wis 17, Cha

18(20); *+2 longsword*, *+2 cloak of charisma*, *+3 bracers of armor*. Deliberately misnamed due to his hairlessness, various musical notes and instruments tattooed on Atlark's baldpate.

157. Noble Playhouse

Considered an almost desperate way to increase one's social status, many lesser nobles, merchants, and landed gentry can be found performing here beside actors from all walks of life. A fee of 2 gp to the actor's guild guarantees every applicant a bit part with successful performances (1% chance/week, +1/SL) assuring a leading role (5% chance/week of +2 SL). Some plays are complete disasters (20% chance) leading to a loss of social status and ridicule for everyone participating (–1 SL for two weeks). The 2 sp admission price helps support **20 slaves** (Com1) and **46 actors** (lvl 1d6). The owner and manager of the Playhouse is **Sterling Sike Carew** and his regular assistants include **Fiddle Tantarak** (Brd4; Cha 18; Perform [stringed instruments] +11), **Peripat the Player** (Ill3; Int 18, Cha 14), and **Heroic Hervel** (Ftr3/Brd4; Cha 16).

Sterling Sike Carew, male human Ftr5: CR 5; hp 32; AL LG; SL 6; Str 12, Dex 13, Con 11, Int 16, Wis 10, Cha 14; +1 dagger. Although clean-cut and handsome, Sterling now does little acting himself and devotes most of his time to running a profitable business.

158. Patrician Theater

This theater provides exclusive performances by gentleman and noblemen that have no idea they perform above one of the most dangerous areas beneath the City State. Not even the gentlemen running the theater realize the danger they are in, which is not surprising considering the few entrances to the series of caverns deep below are extremely difficult to locate.

The theater itself is owned by **Custos Primskeg**, a gentleman whose main goal is simply to further his own status in society. He is assisted by **Snooty Bloodroot** who acts as Theater Manager and actually runs the theater, and **Tragic Wilfred** who helps instruct the actors. They care little for the success or failure of their actors, and are only concerned with their own successes.

Custos Primskeg, male human Clr6/Brd4: CR 10; hp 52; AL CG; SL 12; Str 10, Dex 13, Con 14, Int 13, Wis 16, Cha 18; *+1 mace*, *+1 chain shirt*, *+1 amulet of natural armor*. Custos is a friendly, boisterous man of considerable girth. His deep voice can be heard throughout the theater during intermissions and before and after plays. He is a poor businessman, without the help of his associates he would have been out of business long ago.

Snooty Bloodroot the Slimy, male human Ftr3/Brd3: CR 6; hp 31; AL CE; SL 8; Str 12, Dex 11, Con 10, Int 14, Wis 16, Cha 18; +1 rapier. Despite tending to rub people the wrong way, Snooty has many friends and has ingratiated himself with some of the highest ranking members of society. He is a shrewd businessman that keeps the theater profitable.

Tragic Wilfred, male human Brd4: CR 4; hp 16; AL CN; SL 6; Str 8, Dex 14, Con 10, Int 14, Wis 12, Cha 16; masterwork rapier. Wilfred is a mousy, effeminate gentleman with a drooping mustache and sad green eyes. Although not the best actor in the city, he is widely considered to be the best teacher of acting to be found anywhere.

The Theater itself is large and has very comfortable seating arrangements to help encourage a more exclusive clientele. A secret door (Search [DC 18]) located at the back of the stage opens to a stairway down to the basement. The door is well known to the actors and workers but not to the customers.

Wraith Overlord: The chambers beneath the theatre are detailed in the Patrician Theater chapter of Part II: Wraith Overlord.

159. Music Shop

"**Snaps**" provides music lessons (1 cp/hour) as well as selling a wide variety of mandolins, lyres, lutes, flutes, trumpets, cymbals, gongs, drums, and bells of standard and masterwork quality. His prized possession is an *iron horn of Valhalla* that is cleverly hidden in plain view. The old, rusty horn is easily overlooked and requires detect magic as well as a successful Spot check (DC 35) to notice. Hidden beneath some old blankets (Search DC 20), his cashbox contains only 75 gp, 210 sp, and 165 cp.

Snaps Pickins, male human Brd6: CR 6; hp 24; AL CE; SL 4; Str 8, Con 10, Dex 17, Int 13, Wis 14, Cha 18; Perform (percussion) +6, Perform (stringed instrument) +6, Perform (wind instrument) +6; masterwork rapier, *+1 dagger*.

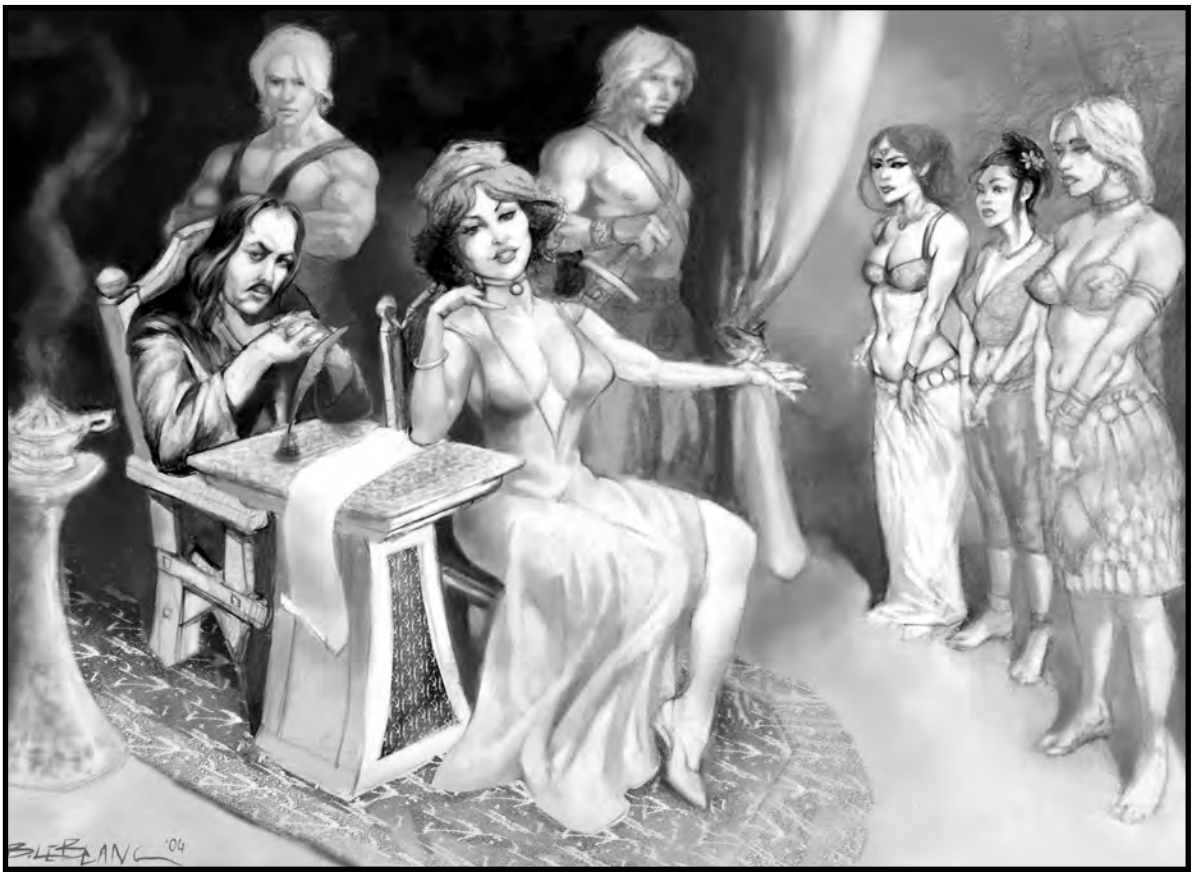
160. Happy Harpy

Mulienna supplies impetuous women fitting every possible taste to customers paying 1d6x10 gp. Star performers expect ritual tea (2 gp/cup) as well as small gifts. Mulienna employs **15** "**specialists**" (Exp2; Cha 12+1d6), **16 female slaves** (Com1), and generally has **2d6 constables** present to keep things from getting out of control.

Mulienna the Lioness, female human Ftr4: CR 4; hp 34; AL CE; SL 7; Str 11, Dex 15, Con 14, Int 15, Wis 8, Cha 17; Iron Will; masterwork dagger (jeweled hilt, 600 gp), 2160 gp in assorted jewelry.

Roienna the Doe, female half-elf Brd2: CR 2; hp 10; AL CG; SL 6; Str 8, Dex 14, Con 9, Int 12, Wis 14, Cha 18; Toughness; 300 gp in jewelry and clothing.

Giggling Rebienna, female human Brd1/Exp3: CR 3; hp 11; AL N; SL 5; Str 10, Dex 12, Con 8, Int 14, Wis 13, Cha 16; masterwork dagger, 300 gp in jewelry and clothing.



161. Naughty Nannies

Pratling and **Madam Omelrantra** supply customers "nannies" of their choice for 1d4x10 gp/day. Omelantra is never seen without her **2 mute, albino bodyguards** (Ftr3; hp 28; Str 17; longswords) that are housed in her private quarters. Banquets can be thrown for a base price of 120 gp, plus 2 sp/guest and an additional 2 gp for each dancing girl hired. In addition to several very popular women, Pratling and Omelantra have **16 "specialists"** (Exp2; Cha 14+1d4) and 35 slaves (Com1; Cha 10+2d4) wearing 1d6x10 gp in jewelry. Popular with an odd collection of mercenaries, guardsmen and bandits (NA 1d6x10, any PC or NPC class lvl 1d6), customers likely to fight are kept separated.

Pratling's locked room (1 in. thick; Hardness 5; 15 hp; Break [DC 20]; Open Lock [DC 25]) is decorated with ornate tapestries and rugs and contains a massive, **locked wardrobe**. The wardrobe is protected with a deadly **poison needle trap** and contains 2570 gp, 7300 sp, 1285 cp, 5 gems (100 gp each), 2 pieces of jewelry (300 gp each), and the drugged, sleeping, **twin daughters** of the End Gate Captain. Discovery of the girls, and recognition of who they are, is likely to lead to the Pratling's arrest and execution.

Poison Needle Trap: CR 3; mechanical; location trigger; manual reset; Atk +8 ranged (1 plus giant wasp poison); Search DC 22; Disable Device DC 22.

Pratling the Gnat, male human Ftr3: CR 3; hp 22; AL LE; SL 6; Str 15, Dex 13, Con 10, Int 14, Wis 12, Cha 8; masterwork longsword.

Madam Omelantra, female human Ftr3: CR 3; hp 24; AL CE; SL 5; Str 10, Dex 14, Con 13, Int 8, Wis 12, Cha 15; dagger, 500 gp in jewelry and clothing.

Blaziena the Tigress, female human Ftr3: CR 3; hp 24; AL N; SL 5; Str 15, Dex 8, Con 13, Int 10, Wis 12, Cha 15; masterwork dagger, 2d4x10 gp in jewelry.

Frail Melisela, female human Brd1/Exp2: CR 2; hp 19; AL CG; SL 4; Str 8, Dex 14, Con 14, Int 17, Wis 8, Cha 16; masterwork dagger, 3d4x10 gp in jewelry.

Savage Fymlyn, female human Ftr4: CR 4; hp 34; AL LG; SL 5; Str 10, Dex 12, Con 15, Int 12, Wis 18, Cha 16; 1d4x100 gp in jewelry.

Chastiena Cheek, female human Ftr3: CR 3; hp 21; AL N; SL 4; Str 8, Dex 15, Con 10, Int 13, Wis 16, Cha 17; masterwork dagger, 2d4x10 gp in jewelry.

162. Flower & Feather Shop

The large, hulking form of **Dywal Cut-Beard** is out of place amidst the many flowers, but his love and tenderness with the plants often leads him to refuse to sell certain flowers when his supply runs

low (30% chance). Dywal sells pansies, daffodils, nasturtiums, tulips, lilies, lilacs and wild roses for 1 cp each. Dywal makes most of his money selling feathers to various army units including stirge and parrot feathers (1 sp each) as well as roc and eagle feathers (1 gp each). Concealed behind some of his larger plants is a **purple lotus** (see monster appendix) that he is unwilling to part with. He is often assisted by his daughter, **Ursuliena** (Ftr1), who, unfortunately, takes after her father in looks and size. A **locked chest** (Hardness 5; hp 30; Break [DC 25]; Open Lock [DC 25]) in their private quarters contains 27 gp, 145 sp, 515 cp and a mundane text on herbalism.

Dywal Cut-Beard, male human Ftr6: CR 6; hp 49; AL LG; SL 5; Str 17, Dex 12, Con 14, Int 10, Wis 12, Cha 12; masterwork longsword.

163. Artist

Scultor and his **6 apprentices** (Exp1) provide miniature portraits for broaches and other jewelry for 6+1d6 gp usually within a few days (1d6 days). His work is very popular with nobles that arrange marriages at a distance, with portraits being exchanged before and after ceremonies. His **strongbox** (115 gp, 78 sp, 295 cp) is stored beneath a box of enamel paints.

Scultor the Minaturist, male human Ftr5: CR 5; hp 37; AL LE; SL 5; Str 10, Dex 16, Con 13, Int 12, Wis 8, Cha 14; Craft (painter) +9; masterwork hammer, *+1 amulet of natural armor* (painted with a picture of a beautiful dark-haired woman), gold ring (100 gp).

164. Lamp & Oil

Vathak and master artisan **Chumhanty Berblot** (Ftr3/Exp3) sell tinder boxes (5 sp), flint (2 cp), oil flasks (1 gp), and ornate brass lanterns (15 gp). Customers willing to wait 1d4 days can purchase custom engraved lanterns and tinder boxes for an additional 5 sp. Vathak is well-traveled and is able to supply numerous interesting legends and rumors to those willing to listen to his tales.

Vathak, male human Ftr6: CR 6; hp 49; AL N; SL 6; Str 16, Dex 13, Con 14, Int 10, Wis 12, Cha 9; *+1 dagger*.

165. Mermaid Tavern

Kallia and **Clissina** (Brd3; Cha 17; Perform [dance] +9), exotic snake dancers, keep a steady clientele of gentlemen, guildsmen, and buccaneers (NA 10+1d10, any PC or NPC class lvl 1d6) drinking and laughing in the bar. **Walsie Nadix** keeps an eye on his dancers, and customers, while serving lobster (2 sp) and potent "Sea Foam" mead (1 gp, 10% chance of drunkenness, cumulative). Customers can also rent rooms (2 gp/week). Renters include cavalrymen, sailors, and pirates (NA 3d6, War lvl 1d6) that are served by **Jenida**, **Nineena**, **Winsome Gingit**, and **Miarila** (Rog4; daggers) who report any interesting rumors or information to the Thieves' Guild.

Walsie Nadix, male human Ftr5: CR 5; hp 32; AL LE; SL 8; Str 11, Dex 10, Con 11, Int 18, Wis 13, Cha 14; masterwork longsword.

166. Smith

Murgat stables and grooms horses for 2 sp/day, adding shoes for an additional 3 sp. Murgat is drunk 50% of the time and has been known to mistakenly sell horses stabled here (40% chance a horse stabled while he is drunk is sold within a day). His **5 slaves** (Com1; daggers) do little to alleviate or prevent his drunkenness as he is far friendlier and kinder when drunk. Murgat usually has 1d6 light horses for sale, and, if drunk, is 80% likely to have 1d6 medium warhorses for sale. Horses sold while he is drunk are 50% likely to have other, possibly angry, owners. Murgat is fond of talking to drink bearing "friends" and is an excellent source of rumors and legends, though they become more and more inaccurate the with every drink.

Murgat the Drunk, male human Ftr3: CR 3; hp 21; AL N; SL 5; Str 15, Dex 12, Con 10, Int 8, Wis 12, Cha 12; hammer.

167. Gouge Eye Inn

Daxrik, a surprisingly intelligent and friendly troll, serves meals (2 gp), drinks (1 sp), and even rooms (4 sp/night) to guardsmen, kobolds and bandits (NA 5d6; Ftr or Rog lvl 1d6). Service is provided by **4 armed orc slaves** (orc Ftr1; longswords) with entertainment provided by **2 slave musicians** (Brd1) and a dancer named **Jingling Gowyna** (Brd2; Cha 16; Perform [dance] +8; dagger). Food is carefully prepared by **Malrig the Stout** (Ftr3; hp 31; Str 17, Con 17; cleaver) in the well-equipped kitchen. A carefully hidden trapdoor (Search DC 32) in the kitchen leads to a small network of tunnels where Daxrik hides his horde. A **gray ooze** is hidden in the closet of one of the upstairs rooms which is rented out to anyone Daxrik finds distasteful, or anyone wearing holy symbols for a good-aligned god. Renters suffer a 30% chance of robbery by a single **rogue** (lvl 1d6) during the night.

Daxrik, male troll: CR 5; hp 70; see the MM.

Grey Ooze (1): CR 4; hp 26; see the MM.

168. 7th Company Barracks

Captain Bricit, a tall, commanding figure with aquiline features, runs a tight, clean barracks. With the help of **2 sergeants** (Ftr3; hp 26; chainmail, masterwork longswords) he oversees **30 foot soldiers** (Ftr1), **40 crossbowmen** (Ftr1), and **25 archers** (Ftr1). A majority of the cleaning and laundry is taken care of by the **15 slaves** (Ftr1) but unruly soldiers are often ordered to clean walls and make beds.

Wall Captain Bricit, male human Ftr8: CR 8; hp 67; AL N; SL 7; Str 17; Dex 12; Con 14; Int 13, Wis 14, Cha 12; Ambidexterity, Leadership, Two Weapon Fighting, Weapon Focus (flail), Weapon Focus (longsword); *+2 longsword*, masterwork flail, *+1 chainmail*.

169. Fletcher

While he can make other bows and arrows, **Ghanirf** specializes in crossbows and quarrels because his military customers give him a thriving business in this area. Thought of as shy and "harmless" by many, Ghanirf is highly respected for his bravery and stern support of law and organization. A hidden chamber in the ceiling conceals a *+1 composite longbow* while his **cashbox** contains 22 gp, 6 sp, and 16 cp.

Ghanirf the Brave, male human Ftr6: CR 6; hp 53; AL LG; SL 11; Str 15, Dex 12, Con 18, Int 13, Wis 8, Cha 11; masterwork crossbow, *+1 dagger*, belt pouch with 18 gp.

170. Last Ale Inn

Jimgran has run a clean, small inn here for the past 3 years finally obtaining a steady clientele of militia, traders, and berserkers (NA 3d6; lvl 1d4). He lets out rooms for 3 gp/week and charges extra for dry bread and cheese (2 sp). While he serves no real meals, customers are free to gather in the common room with their own food or ale. Jimgran is struck with wanderlust every few years and is rumored to have the inn for sale. Gather Information checks here are DC 10 due to the eclectic variety of traders staying here and sharing their tales. A **cashbox** beneath the counter contains 5 gp, 6 sp, 4 cp and a tightly bound map to a "lost city" in an unnamed forest.

Jimgran the Wanderer, male human Ftr3: CR 3; hp 26; AL CG; SL 5; Str 13, Dex 12, Con 14, Int 15, Wis 8, Cha 10; masterwork longsword, pearl ring (200 gp), ivory necklace (50 gp).

171. Root Hog Tavern

Although run by the somewhat slow, broad-shouldered **Anaran**, the tavern is really owned by **Culmen**, who poses as a guest. Frequented by bowmen, militia, and bandits (NA 4d6; Ftr or Rog lvl 1d4) a room, complete with meals and 3 mugs of ale, is 2 gp/night. Culmen hypnotizes guests at night and uses them to clean the place. Guests wake up badly fatigued in the morning having no recollection of the night before.

Anaran the Tavernkeeper, male human Ftr2: CR 2; hp 17; AL N; SL 6; Str 15, Dex 13, Con 14, Int 10, Wis 12, Cha 8; dagger.

Culmen the Cabalist, male human Ill4: CR 4; hp 18; AL N; SL 7; Str 8, Dex 15, Con 12; Int 16; Wis 12, Cha 7; Toughness. Culmen has a map (fake) to a "City of Gold" in Altania that he uses to bargain for his life, if needed.

172. Slave Fire Brigade

Broad-shouldered, and hard-eyed **Makcalet** runs the fire brigade of **30 slaves** (Exp1) and can borrow a *decanter of endless water* from the Wizard in the Keep if conditions warrant it. Makcalet is rumored to smuggle weapons and wine across the river to his many orc friends.

Slavemaster Makcalet, male half-orc Ftr2: CR 2; hp 21; AL CE ; SL 4; Str 17; Dex 11; Con 16; Int 8; Wis 10, Cha 10; Weapon Focus (flail); masterwork flail, 60 gp in a hidden vest pocket (Search DC 22).

173. Smith

Although only able to house a limited number of horses, **Rogatine** does steady business due to his exceptional care of the animals. He charges 1 sp/day to stable and groom horses and 2 sp for new shoes.

Rogatine the Scout, male human Rgr4: CR 4; hp 39; AL LG; SL 4; Str 12, Dex 11, Con 16, Int 10, Wis 14, Cha 10; Handle Animal +7, Survival +9; masterwork longsword, tiger's eye necklace (400 gp), 100 gp in a money belt (Search DC 18)

174. Armorer

Possessing skill bestowed by years of experience, **Shaikoth** leads **2 assistants**, **Godwin** and **Fialer** (Exp2), and **6 slaves** (Exp1) in the repair and construction of a wide variety of armor and equipment up to and including masterwork level items. Special order items take 3d6 days and cost 30% extra. A **strongbox** in the corner holds 20 gp, 68 sp, and 120 cp and Shaikoth has a bar of gold (290 gp) hidden beneath a loose floorboard (Search DC 25).

Shaikorth the Elder, male human Ftr4: CR 4; Str 13, Dex 11, Con 8, Int 12, Wis 14, Cha 12; Craft (armorsmith) +8; masterwork longsword, hammer, jeweled belt (350 gp)

175. Alley Butcher

Santotak, with the assistance of **Holvar the Cleaver** (Ftr2: hp 19; AL CE; SL 4; longsword) and **10 orc slaves** insures a steady supply of meat and sausages in anyway he can. Lone pedestrians are hooked from the roof and pulled up for the next day's cuts while complaining customers are turned into sausage.

Santotak, male human Ftr4: CR 4; hp 38; AL CE; SL 7; Str 16; Dex 10, Con 16, Int 10, Wis 12, Cha 8; greatsword.

Orc (10): CR 1/2; hp 4; see the MM.

176. Rope

Laksham, a pinch-nosed, dark-eyed hunchback, is extremely curious and tends to question his customers about everything and anything. Strangely, many customers find themselves answering most of his probing questions. He displays a gigantic knot in the back of the shop and offers 200 ft. of free rope to anyone who can untie it (Rope Use [DC 35]). Laksham sells rope for 1 cp/

foot and double rope for 3 cp/foot and can supply continuous ropes of up to 100 ft. in length..

Laksham the Perverse, male human Ftr5: CR 5; hp 37; AL CE; SL 6; Str 13, Dex 12, Con 13, Int 10, Wis 8, Cha 17; Gather Information +7; masterwork dagger.

177. Wigs

Nobles and thieves purchase virtually all of **Llarvalyn's** wigs (1d6 gp) leaving him with very few in stock. Skillfully constructed of human hair, the wigs look so natural and normal, that they are almost impossible to detect (+4 circumstance bonus to Disguise skill checks). Llarvalyn is assisted by **4 kobold workers** and is often visited by barbers or others selling human hair (10% chance; NA 1d4; lvl 1d4). A **double-locked trunk** (Hardness 5; hp 60; Break [DC 25]; Open Lock [DC 28 x2]) hidden in the cellar holds 57 gp, 63 sp, 161 cp, and a collection of 20 jeweled hairpins (5d6 gp each).

Llarvalyn Derlith, male human Rog4: CR 4; hp 21; AL N; SL 6; Str 12, Dex 15, Con 13, Int 14, Wis 8, Cha 11; Craft (wigs and disguises) +9, Gather Information +7; masterwork longsword.

Kobold (4): CR 1/6; hp 2; see the MM.

178. Flesh Shop

Dray Crambas, despite his kind features and golden, glowing hair and skin, is a black-hearted purveyor of skins from all types of creatures (10d10 gp). Dray is willing to pay for humanoid skins (1d6 gp/hd). While rarer skins might not be available (10% chance), human and elven skins are always in stock (or soon to be re-stocked). The overwhelming smell causes all customers to make a Fortitude saving throw (DC 14) or be stunned for 2d6 minutes. Dray stores 24 gp, 67 sp, and a silver jeweled bracelet (800 gp) inside a ripe dwarf hide (Search DC 35: requires a second Fortitude save as above).

Dray Crambas, male human Ftr6: CR 6; hp 56; AL CE; SL 4; Str 14, Dex 13, Con 16, Int 10, Wis 15, Cha 7; masterwork dagger (extremely sharp, +2 to hit, no additional damage).

179. Fear Shop

Windy Jape and **Ploy Mahgan** guarantee customers the "scare of your life" for 50 gp. Windy has a *wand of fear* (caster level 7) for difficult cases. Particularly brave customers are stripped, chained, and lowered headfirst into a 40 ft. deep pit containing a black pudding. In the rare event this too should fail, the wizards summon a demon and tell it to "scratch" the customer's back. No unhappy customers have ever left the shop.

Windy Jape, female human Wiz7: CR 7; hp 22; AL LE; SL 6; Str 8, Dex 14, Con 11, Int 16, Wis 12, Cha 13; Toughness, Craft Wand; masterwork dagger.

Ploy Mahgan, male human Wiz4: CR 4; hp 18; AL LN; SL 6; Str 14, Dex 10, Con 12, Int 16, Wis 13, Cha 8; Toughness; dagger.

Black Pudding: CR 7; hp 115; see the MM.

180. Glutton & Gore

Although frighteningly obese, **Dumpy Frignac's** cooking skills, generous portions, and friendly nature are legendary. Frignac's all you can eat buffet (7 gp) includes victuals of beaver cheese, viands of wild dog fricassee, snake eyes, baboon broth, kumquats, raisin pudding, weasel wassail, harpy egg omelets, rat milk, roast boards, toad shish-kabobs, slug hash, crocodile consommé, lizard puree, and skunk pie. A pastry on the top shelf in the kitchen (Search DC 30) contains 36 gp and 12 gems (50 gp each).

Dumpy Frignac, male human Ftr4/Exp2: CR 5; hp 40; AL CG; SL 7; Str 15, Dex 10, Con 17, Int 9, Wis 12, Cha 14; Profession (chef) +11; Skill Focus (Profession); cleaver (as hand axe), masterwork dagger.

181. Puppet Shop

Dreek, a short, thin, pinch-nosed man with a permanent scowl, supplies human puppets that are really stunted slaves given years of training and special drugs for exorbitant prices. A system of cord commands cause the two small puppets (2 ft. to 3 ft. tall) on display to perform a variety of complex actions: dance, sign, steal, juggle, etc. Puppets range wildly in price (6d6x100 gp) with females bringing in the highest prices. A wooden puppet on the back shelf has a secret compartment (Search DC 35) holding 520 gp, 170 sp, and 300 cp. Dreek has **4 eunuch guards** (Ftr3: hp 26; longswords) to guard the store and its occupants.

Dreek the Shrimp, male human Ftr5: CR 5; hp 42; AL N; SL 6; Str 14, Dex 15, Con 14, Int 10, Wis 12, Cha 8; *+1 dagger*.

182. Beat-A-Slave

Vaqiot, a clansman of the "Thrashers," does an active business with trolls, hobgoblins, and gnolls who contest with slaves in feats of strength, dexterity, and games of skill. The small cost of 1 sp/contest helps the egos of the contestants, as the slaves aren't permitted to win. Vaqiot is known to "recruit" new slaves from unwary or drunken customers and passersby when his needs fresh blood.

Heinous Vaqiot, male human Ftr4: CR 4; hp 39; AL CE; SL 5; Str 13, Dex 10, Con 16, Int 8, Wis 13, Cha 12; Weapon Focus (flail); masterwork flail.

183. Fetish Shop

The rather odd, mud-covered **Vatrin** claims that every object in his strange shop has magical powers, most to comfort, some to console, some to give advice, and others to protect. Banners, pantaloons, pointed slippers, broaches, giant oddly-shaped pillows, ruffled collars, stuffed animals, horse blankets, polished pebbles, plumes, trinkets, and bracelets cover the shelves and tables. While many items do hint of faint magic, only a rare few are enchanted, including a *luckstone* hidden amid the polished pebbles (Search DC 40, requires *detect magic*).

Muddy Vatrin, male human Ftr6: CR 6; hp 49; AL CG; SL 5; Str 16, Dex 13, Con 14, Int 8, Wis 10, Cha 12; masterwork dagger, *+1 cloak of resistance* (mud spattered, appears mundane)

184. Torture Shop

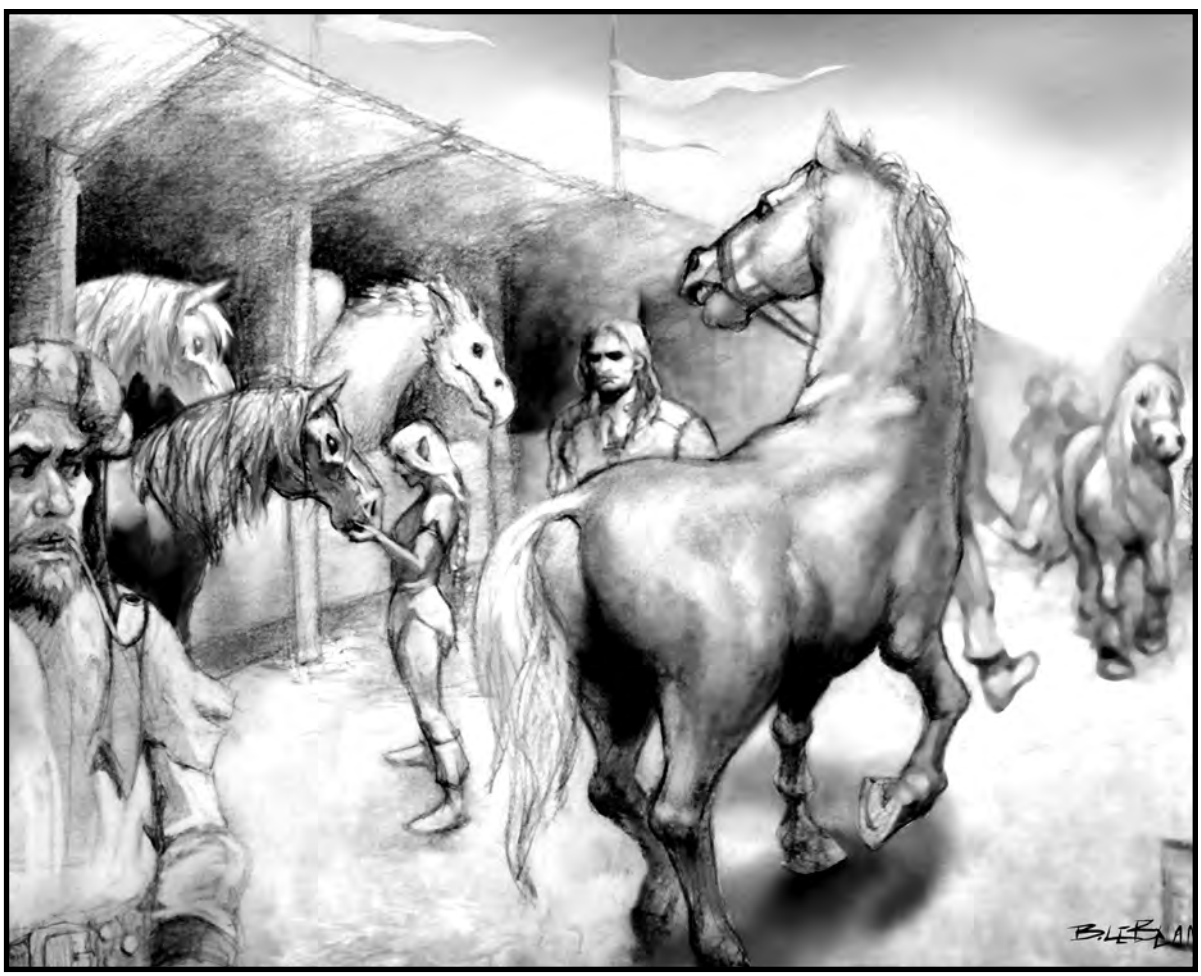
Popular more for browsing than the services provided, **Hiss** doesn't have many customers come in for torture (1cp/SL/minute). So few in fact, that he has been known to offer beautiful female customers (Cha 14+) money for the privilege of torturing them. Several bored courtesans are rumored to have submitted to the "Tickling Torment," a particularly popular torture lately. Hiss keeps 60 gp, 167 sp, and 240 cp hidden in an iron maiden at the rear of the shop.

Hiss Basilar, male human Ftr5: CR 5; hp 42; AL LE; SL 7; Str 16, Dex 13, Con 14, Int 10, Wis 12, Cha 8; mace, flail, whip, soft feathers.

185. Horse Market

Within a stone's throw of the Gate of the Gods lies one of the largest, and most profitable horse markets in the world. **Bumpkin Winterbur** is such a shrewd dealer that he is likely to pass off diseased, sick, or poorly trained horses on incautious buyers (purchasers must have the Animal Affinity feat or make a Handle Animal or Ride check [DC 8] to avoid sick animals). Bumpkin's booming voice is inexhaustible as he harangues everyone coming in to look at his animals. He starts his bargaining at double the normal price, but the skilled buyer can negotiate him back down to 120% of normal, accepted prices and somehow feel they received a bargain.

Bumpkin Winterbur, male human Ftr5: CR 5; hp 42; AL N; SL 7; Str 12, Dex 13, Con 14, Int 12, Wis 13, Cha 11; masterwork longsword (delicate engravings, 800 gp).



Special Mounts

Special mounts are always medium or heavy war horses with special attributes or abilities for which Bumpkin charges 5x normal prices with no room for negotiation. Special mounts are always sold within 24 hours at the asking price or higher.

1d20	Special Attribute or Ability
1–4	Obeys Whistle Commands
5–7	White show stallion, high jumper
8–10	Strong, high endurance mount (+4 Str, +4 Con)
11–13	Fast Horse (+10 movement)
14–15	Fast Horse (+10 movement), high endurance (+4 Con)
16–17	Strong horse (+4 Str), obeys whistle commands
18–19	Telepathic, Intelligent (Int 7+1d6)
20	Speaks common, extreme intelligence (Int 10+1d4) but free–willed

Whistle Commands

Horses or other animals that respond to whistle commands respond to a few commands, or a set of commands based on different whistled tones. *Silence* spells or spells that distort sound markedly alter whether an animal can hear and interpret a particular command. To determine which commands an animal knows roll 1d6, all commands of that number and lower are known and understood by the animal.

1d6	Command
1	Come (within hearing)
2	Return home
3	Find Master (120 yard range)
4	Walk silently
5	Find water (100 yard range)
6	Warn of danger (50 ft. range)

Rare Mounts

Rare, intelligent mounts that have been captured and put up for sale are almost always injured (50%), heavily drugged (35%), or insane (10%). Such mounts can be purchased, healed, and freed, or forced to serve in whatever state they are in. Such mounts always seek to escape their "master" and constantly search for a way to freedom.

1d8	Creature
1	Pegasus
2	Unicorn
3	Hippogriff
4	Dire Wolf
5	Axe Beak
6	Kirin
7	Griffon
8	Heiracosphinx

186. Hot House

Lady Amphisbia runs an exclusive bathhouse for constables, nobles, and gentlemen (NA 4d6, lvl 1d8). A sauna (3 cp), bath (4 sp) and massages (3 sp) are provided for the exclusive clientele with the help of **12 assistants** (female Exp3; Cha 14+1d4; Profession (masseuse) +7; 10d10 gp in jewelry). The establishment is protected by **5 muscular slave guards** (Ftr3; hp 26; greatswords) one of which stands on top of the low, flat **cashbox** (Hardness 10; hp 60; Break [DC 28]; Open Lock [DC 28]; 98 gp, 420 sp, and 545 cp) in the back room. Lady Amphisbia's business is partially subsidized by the **Black Lotus** to whom she provides written reports of any seditious comments or rumors.

Lady Amphisbia, female human Brd5: CR 5; hp 26; AL N; SL 6; Str 8, Dex 14, Con 13, Int 12, Wis 10, Cha 17; Diplomacy +11, Gather Information +11; *+1 bracers of armor*, masterwork dagger. Bearing pale red hair, high cheekbones, and deep green eyes, Lady Amphisbia is beautiful, exotic, and poised under all circumstances. She is completely loyal to the Overlord and the **Black Lotus**.

Horse Prices

Prices and numbers of animals that might be present are listed below.

Animal	Chance	Present/wk	Number	Price
Donkey	60%	3d6		8 gp
Riding Dog	30%	2d6		150 gp
Pony	50%	3d6		30 gp
Warpony	40%	1d6		100 gp
Light Horse	60%	2d6		75 gp
Heavy Horse	40%	5d6		100 gp
Light Warhorse	50%	2d6		150 gp
Heavy Warhorse	20%	1d6		400 gp
Rare or Special Mount		1*		Special

*One Rare or Special mount (50% to decide which) is always present

187. Merchant Sheriff

Varstegan, a tall, regal gentleman with ice-blue eyes and a pleasant smile, is blessed with **5 daughters** (Com2; Cha 14+1d4) whose grace and beauty draw many gentleman callers. Varstegan keeps a **chest** (2 in. thick; Hardness 5; Break [DC 23]; Open Lock [DC 28]) containing 47 gp, 520 sp, and 215 cp in his private chambers beneath a *+1 spear* hanging on the wall. Varstegan is a personal friend of the **Regulators' Captain Ballanzel the Quick** who often visits with several friends (20% chance; NA 4+1d6; any PC or NPC class lvl 2+1d4).

Varstegan, male human Ftr6: CR 6; hp 39; AL CG; SL 7; Str 11, Dex 13, Con 11, Int 13, Wis 14, Cha 14; *+1 longsword*, masterwork chainmail.

Captain Ballanzel the Quick, male human Ftr6/Rog3: CR 9; hp 57; AL LN; SL 9; Str 13, Dex 17, Con 13, Int 14, Wis 10, Cha 11; *+2 longsword*. Ballanzel is a potential source of rumors and legends, and not above using others to further what he believes are the best interests of the Overlord.

188. Boar's Head Tavern

The Boar's Head is famed for its extravagant cuisine, and its strange decorating. **Beleroptar** has personal knowledge of a coven of vampires blatantly operating in this quarter and has lined every room with mirrors and strung garlic along all of the windows. Sharpened wood stakes are kept beneath the bar beside a crossbow with wood quarrels. Helped by **6 barmaids** (Exp1), **7 cooks** (Exp2; Profession [cook] +6) and **16 slaves** (Com1), Beleroptar serves 14 course meals (2 gp) and rents impeccably clean, and mirrored, rooms for 4 gp/week. His main customers include halflings, wizards, and hunters (NA 3d6; Rgr or Wiz lvl 1d6). A stuffed owl above the bar conceals 14 gems (Search DC 30; 10 gp each) and a **chest** in the back office holds 248 gp, 548 sp, and 37 cp.

Beleroptar, male human Ftr3/Exp3: CR 5; hp 44; AL CE; SL 6; Str 12, Dex 13, Con 14, Int 10, Wis 15, Cha 8; Profession (cook) +9, Profession (innkeeper) +8; masterwork silver mace. Short, heavyset, sweaty, and bearing a nervous twitch, people tend to stand a good step or two away from Beleroptar when he speaks.

189. Foot Soldiers' Club

Loud curses and mixed conversations create a deafening din as cavorting **off-duty footmen** (NA 60+[1d6x10]; War lvl 1d4) hurl bottles (15% chance of attack; +2 ranged; 1d4 points of subdual damage) and fight berserk drunks (20% chance of attack; NA 1d6; Bbn lvl 1d4). Dancers and other entertainers refuse to enter the club justifiably fearing for their safety. **Klagen Drel** calmly views the violence while he and his **20 slaves** (Com1) continue serving ale.

Klagen Drel, male human Ftr4: CR 4; hp 37; AL N; SL 6; Str 15, Dex 13, Con 14, Int 10, Wis 12, Cha 8; masterwork greatsword.

190. Fortune Teller

Decorated, perhaps strewn with, odd glass vials, strange devices, and various tomes on magic and the planes, **Gislamar's** home is clearly that of a wizard. Gislamar uses a crystal ball to tell fortunes (5 sp, general advice and open-ended predictions) and sometimes to scry on particular individuals (5 gp/hour/SL of the target). The income generated supports his experiments into gaseous forms and the somewhat inept magical studies of his son **Scaramar**. **Merwina the Lithe** (Com2; Cha 17) Gislamar's vixen wife, helps draw in repeat customers by providing "encouraging words" while her husband is busy with his experiments. A **cashbox** in the front room contains 129 gp, 68 sp, and 5 cp while a *potion of gaseous form* and an arcane scroll (*whispering wind*, *wind wall*; Caster Level 6) can be discovered in the laboratory (Search DC 20).

Gislamar, male human Wiz6: CR 6; hp 20; AL N; SL 6; Str 8, Dex 14, Con 10, Int 16, Wis 13, Cha 12; Diplomacy +5; Toughness; *+2 dagger*, *+1 bracers of armor*.

Scaramar the Naïve, male human Wiz2: CR 2; hp 9; AL N; Str 13, Dex 14, Con 12, Int 15, Wis 8, Cha 10; masterwork dagger. Scaramar plans to obtain the embellished Chimes of the Morbid Minstrel (*chime of opening*) hidden in the **Temple of Pegana** and is actively seeking someone to help him.

191. Scholars' Inn

Skylit attracts thieves, traders, and students (NA 6d6; Exp or Rog lvl 1d4) to his inn by providing a gather place for **houris** (NA 4d6; Com or Exp lvl 1d4). **Brimanos the Ranter** (Ftr6; AL LE; *+1 mace*) and **Ordalf** (dwarf Ftr3; AL N; masterwork hammer) keep the peace and help oversee the **7 slaves** (Com1) busy serving the customers. Rooms go for 5 gp/week with meals (1 sp) and ale (2 cp) served only in the common room. A **chest** containing 1550 gp and 240 sp is buried in the cellar (Search DC 34) while the **cashbox** behind the bar contains 43 gp, 57 sp, and 50 cp.

Skylit Jingar, male human Ftr9: CR 9; hp 73; AL CE; SL 9; Str 17, Dex 13, Con 14, Int 10, Wis 12, Cha 14; *+1 longsword*. Skylin conceals his violent side behind pale blue eyes and a veneer of civility. When the urge for violence becomes too much, he finds a poor lonely soul in a nearby alley to release it on.

192. Smith

Ironfist Wledrin is irritable, grouchy, and generally unkind to anyone without four legs. Fortunately, his great height and handsome face lead many to stable their animals here anyway. Ironfist charges 2 sp/day to stable animals and 3 sp for shoes. A **stone chest** holding 210 gp is hidden beneath the floor (Search DC 28) of one of the stalls.

Ironfist Wledrin, male human Rgr5: CR 5; hp 36; AL N; SL 7; Str 10, Dex 13, Con 14, Int 12, Wis 13, Cha 13; Handle Animal +9, Survival +9; masterwork hammer.

193. Armorer

Dedicated to repairing weapons and armor, **Long Llefdein** does enough business that he and his apprentice, **Bwalinar** (dwarf Ftr3; hammer), are kept buys day and night. Repairs to non-magical armor can be accomplished in 2d6 days (1d6x10 gp in advance). Llefdein specializes in plate mail and can make a suit of masterwork armor in 7d6 days depending on the availability of materials. A hoard of 545 gp, 45 sp, and 23 cp is hidden beneath the anvil (Search DC 28).

Long Llefdein High-Head, male human Ftr5: CR 5; hp 38; AL N; SL 7; Str 16, Dex 14, Con 13, Int 12, Wis 8, Cha 16; Craft (armorer) +8; masterwork longsword. Standing well over 7 ft. tall and strikingly handsome, Llefdein stands out in a crowd so he rarely goes out.

194. Wall Captain

Convinced that a major war is brewing, **Buskin** is continually seeking new recruits. Generally attended by **Sergeant Cicetan** (Ftr4; AL LE; masterwork longsword) and **4 slaves** (Com2; longswords), Buskin spends his free time plotting various ways to protect the city from highly improbable scenarios. Buskin is a firm captain that accepts nothing short of complete loyalty and dedication from his troops. A **trapped chest** containing 283 gp, 53 sp, and 55 cp stands at the foot of his bed and a silver masterwork mace (600 gp) rests on a rack over the hearth.

Poison Needle Trap: CR 1; mechanical; location trigger; manual reset; Atk +8 ranged (1 plus small centipede poison); Search DC 22; Disable Device DC 22.

Buskin Hychdin, male human Ftr5: CR 5; hp 51; AL LE; SL 10; Str 10, Dex 11, Con 17, Int 14, Wis 17, Cha 15; *+1 longsword*, masterwork full plate.

195. Sea God Temple

Clergy of this ornately decorated temple wear scale armor made from sea shells and carry tridents as they minister to the faithful. These worshippers of **Manannan** have created a massive idol to their god that stands behind the small coral altar. **Negardis the Upright** can call for Manannan (86% chance of success) by sacrificing a *cloak of the manta ray* before the altar. He only does this if the City State is assaulted from the Estuary. Negardis is assisted by **2 lamas** (Clr8), **2 bishops** (Clr7), **4 vicars** (Clr4), **8 adepts** (Clr2), and **16 acolytes** (Clr1) that administer daily ceremonies and help guard the temple.

A secret opening behind the idol leads down into the Patriarch's quarters, where only he and the lamas are permitted. Decorations in the room include a miniature idol (8660 gp) holding a small gold pearl (*pearl of power*

[3rd]; only works for good-aligned clerics) and an aquarium with gems lining the bottom (158 small gems [100 gp], 25 larger gems [200 gp]). The aquarium contains a **weed eel** (as small poisonous snake, poison: Fort [DC 18] or die in 1d10 minutes). Beneath Negardis' bed is a **chest** containing a potion of cure light wounds, an ivory cane (410 gp), seal of the Sea God Temple (42 gp), and a leather pouch holding 235 gp, 122 sp, and 20 cp. Theft in this room is extraordinarily dangerous as it can bring on the wrath of Manannan (60% chance).

Negardis the Upright, male human Clr13: CR 13; hp 88; AL LG; SL 12; Str 10; Con 14, Wis 19, Int 12, Cha 13; *+2 scale armor, +2 trident, cloak of the manta ray*.

Weed Eel (as Viper, Tiny): CR 1/3; hp 1; see the MM.

196. Stable

Although he originally won the stable in a strange bet years ago, **Coster Pinworm** is now dedicated to the stable and the horses housed here. He owns no slaves but employs **5 freemen** (Exp1) and **Fuzzy Beljek** (Exp4; hammer), a professional blacksmith. Horses are groomed and stabled for 1 sp/night with shoes costing an extra 1 sp.

Coster Pinworm, male human Ftr5: CR 5; hp 41; AL N; SL 5; Str 12, Dex 11, Con 14, Int 10, Wis 13, Cha 15; Handle Animal +10; masterwork longsword, leather armor.

197. Baker

Mirab is famed for pastries and his nearly rabid protection of **Dally Pinkie** (Exp1; AL CE; Cha 18), his overly friendly, and somewhat dark-natured, daughter. The various fruit pastries (1 sp) and iron bread (1 sp, lasts 2 weeks without spoiling) are extremely popular with customers from all walks of life (NA 2d4; lvl 1d12). Mirab keeps his **cashbox** (25 gp, 15 sp) hidden beneath a bag of flour in the rear of the room (Search DC 20).

Mirab Gold-Beard, male human Ftr3: CR 3; hp 27; AL CE; SL 6; Str 13, Dex 12, Con 14, Int 10, Wis 15, Cha 13; Profession (pastry chef) +5; masterwork longsword.

198. Grocery

Gandway, a miserly, pinch-nosed man with pale, pinkish skin, sells chickens (2/cp), pigs (1 sp), honey (1 sp/jar), beef (1 gp), iron rations (1 gp), and various dried herbs (1 sp/glass vial). Gandway serves a wide variety of customers (NA 2d6; any PC or NPC class lvl 1d6) with the help of **4 workers** (Com1). Gandway keeps 369 gp hidden in a crate (Search DC 22).

Gandway the Tycoon, male human Ftr2: CR 2; hp 20; AL N; SL 5; Str 14, Dex 11, Con 15, Int 13, Wis 8, Cha 10; masterwork longsword.

199. Dancer

Delfansa and her "sisters", **Bumps Clorina** (Exp3; Cha 15), **Brazen Belina** (Exp2; Cha 15), and **Laychina the Bundle** (Exp2; Cha 17), perform exotic tableaus for banquets and, rarely, temple rites (2d4 x 10 gp/evening). All of the women are very knowledgeable about the noble class, and share what knowledge they do have for a small fee. Each of them wears approximately 280 gp in jewelry and they store 147 gp and 45 sp in a joint **chest** in the back room.

Wench Delfansa, female human Brd4: CR 4; hp 21; AL CG; SL 6; Str 13; Dex 14; Cha 12; Int 10; Wis 11, Cha 17; Knowledge (nobility) +7, Perform (dance) +7, Perform (sings) +6; masterwork silver dagger, 280 gp in jewelry.

200. Armorer

Harytun, an impetuous, hairy man prone to bouts of heavy laughter, provides masterwork polearms of all types for 20% over and above the usual price. His weapons are engraved with various inscriptions and designs that make each item unique and are very popular with guardsmen. His establishment is guarded by his **pet blink dog, Sneebles**.

Harytun Iron-Face, male human Ftr4: CR 4; hp 31; AL CG; SL 5; Str 15, Dex 13, Con 12, Int 12, Wis 10, Cha 14; Craft (weaponsmith) +10; Iron Will, Skill Focus (Craft); hammer.

Sneebles the Blink Dog: CR 2; hp 22; see the MM.

201. Rope Maker

Denek, a dark featured, glowering young man, keeps **4 slaves** (Com1) making rope for hours on end with the help of **Slib**, his **hobgoblin overseer**. Denek's ropes sell for 1 cp/foot, 1 sp/foot for double rope and stores 20 sp and 540 cp in his **cashbox**.

Denek Dardside, male human Ftr3: CR 3; hp 33; AL LE; SL 4; Str 14, Dex 14, Con 16, Int 8, Wis 8, Cha 11; masterwork longsword, flail. Denek plots revenge against all those he feels have slighted him for his short stature, the list grows longer every day.

Slib the Hobgoblin: CR 1/2; hp 5; see the MM.

202. Movert Bath

This vast public bathhouse is limited to humanoids only and has graduated fees. Royalty bathe for free, town guardsmen pay 1 sp, Guild members 3 sp, and all others pay 10 sp. Individuals with a Charisma below 9 are often (90% chance) charged extra (5 sp/negative Cha modifier). Fees support repair of broken tiles, filling and heating of the bathing pools as well as **10 guardsmen** (War2;

halberds and daggers) guarding the four entrances, **4 Amazon helpers** (War3), and **25 female servants** (Com1). The number of patrons varies (NA [1d6+1]x10, during the day; NA [1d6+3]x10, at night; any PC or NPC class lvl 1d8) but the break down is generally 60% off-duty guardsmen, 20% guildsmen, 10% royalty, and 10% others. Royalty always have **2d6 guards** (Ftr or War lvl 1d4+1) with them. Bath boys (2 cp), bath girls (1 sp), and towels (1 sp) are provided to those that desire them.

Porky Tover, a heavily tattooed dwarf with a broad, friendly smile, won the bathhouse from **Movert the Crooked** in a game of chance and has run it ever since. Tover's personal quarters are decorated with expensive tapestries and curtains. He keeps 5,800 gp hidden in his bedding (Search DC 26) and an Amazon statue of gold (1,300 gp) and a rough map of the dungeons below Patrician Theater in a **wood chest**.

Porky Tover, male dwarf Ftr6: CR 6; hp 56; AL N; SL 9; Str 16, Dex 10, Con 16, Int 10, Wis 7, Cha 17; *+2 hammer*, *+1 sword* in a jeweled scabbard (3,000 gp), and a rich silk belt (100 gp, reportedly magical, only magic is to preserve from rot).

Movert the Crooked, Priest of Pegana, male human Clr3: CR 3; hp 20; AL CE; SL 4; Str 13, Dex 10, Con 12, Int 14, Wis 15, Cha 8; masterwork mace. Movert can be found drunk in a variety of nearby taverns. He knows the secret passages beneath the bath and actively plans to tunnel into Tover's quarters.

203. Coin Changer

Zastor, a firm but pleasant gentleman, employs **4 mercenaries** (Ftr3; Con 16; longswords) to guard his large hoard (6 platinum; 26 electrum, 2640 gp, 3786 sp, and 16320 cp). Zastor's money changing services involve a straight 10% fee. All customers are treated equally, with those trying to wheedle better rates thrown into the street.

Zastor Specie, male human Ftr5: CR 5; hp 37; AL LE; SL 7; Str 14, Dex 13, Con 12, Int 12, Wis 10, Cha 15; masterwork longsword, chainmail.

204. 5th Company Barracks

Sergeant Taliezin the Bold runs a tight, clean, well-disciplined barracks housing **15 archers** (War2), **24 light crossbowmen** (War1), **42 swordsmen** (War1), **56 spears** (War1) and **27 slaves** (Com1). Due to rumors that the company will be on operations to the far east (Gather Information [DC 15 in the barracks, DC 18 elsewhere]) visitors must be personally approved by Taliezin or be subject to arrest. Inspections occur rather frequently (40% chance/week) with anyone failing inspection forced to do cleaning duty for a full week. A small **chest** holding the treasury (74 gp, 41 sp, 12 cp) is stored beneath Taliezin's bed.

Sergeant Taliezin the Bold, male human Ftr6: CR 6; hp 44; AL LE; SL 8; Str 16, Dex 14, Con 12, Int 10, Wis 11, Cha 13; Leadership; *+1 longsword*, platemail.

205. Wall Captain

Parbast is a fine leader, and, through a number of either astute or fortunate decisions, has garnered a great deal of respect for his work. He tempers the wildness of some of his men through the example of his own self-discipline. **Sergeant Dunath the Bald** (Ftr3; hp 27; AL CE; longsword) and **Hiafrod Fraywolf** (Ftr4; hp 34; AL CE; handaxe) serve him with a devotion akin to religious fervor as do his **4 guards** (War1; spears). Parbast's daughter **Joyieta** (Com1; dagger), a spoiled, wild, young woman with a nasty violent streak, lives here with her father. A **chest** containing a masterwork electrum sword (500 gp), 346 gp, 64 sp, 344 cp and 20 small gems (10 gp each) is stored beneath Parbast's large canopy bed.

Parbast the Daring, male human Ftr6: CR 6; hp 49; AL LE; SL 10; Str 15, Dex 10, Con 15, Int 10, Wis 16, Cha 10; Leadership; *+2 longsword*, masterwork chainmail.

206. Red Axe Inn

Thajzi lost his family to an orc raid and hates orcs with a viciousness that borders on insanity. He secretly pays 1 sp/orc head. The rooms (5 sp/week) are clean, but sparse, and Thajzi makes no guarantees for the safety of belongings left behind. Meals consist entirely of crocodile steaks (1 sp) and mead (2 cp). Guardsmen, hunters, and trappers populate the inn (NA 20+1d6; any PC or NPC class lvl 1d4) and are served by **6 slaves** (Com1), and **4 maids** (Com1) with food being prepared by a lone **cook** (Com1).

Thajzi Orc-Slayer, male human Ftr6: CR 6; hp 37; AL CN; SL 6; Str 14, Dex 8, Con 11, Int 14, Wis 16, Cha 16; greataxe. Simple mention of orcs in Thajzi's presence brings on a massive tirade about their evil and the fact that all orcs should be destroyed.

207. Pig & Whistle

Parand makes no secret of his belief that all gods are simply magic-using tricksters, but this hasn't hurt his business any. Renting clean, small rooms (1 gp/week) and serving good, clean food such as ham and cider (4 sp), wine (2 sp), and ale (3 cp) keeps the inn busy serving merchants, pilgrims, and brigands (NA 7d6; lvl 1d6). Parand's business makes a significant leap when **Lollina the Fervid**, **Bountiful Normiena**, and **Bush Bunsha** (Brd1; Cha 17; Perform [dance] +7; hand axes) perform their exotic "dance of flying axes" during which they cleverly cut off each other's clothing. The gambling

room in back houses pig fights as well as dice games with the house taking a significant cut of all bets (15%). Parand keeps a strongbox behind the bar with 43 gp, 76 sp, and 140 cp.

Parand the Unbeliever, male human Ftr4: CR 4; hp 34; AL CG; SL 6; Str 16, Dex 8, Con 14, Int 10, Wis 12, Cha 13; masterwork longsword.

208. Werelord Tavern

Faded paintings of creatures changing from one form to another cover the walls of this boisterous tavern. **Rogry Algas** is a friend to many dwarves, sometimes describing how he buried a heroic dwarven friend with a fortune in gold beneath the 5th Company Barracks because he saved the whole troop from a hill giant (Gather Information DC 20). The tavern is now the principle meeting place for dwarves in the city. Rogry serves vegetarian meals (3 cp), mead (2 cp), and strong dwarven ale (2 sp) to the dwarves, guardsmen and traders filling the tavern (NA 8d8; any PC or NPC class lvl 1d4) with the help of **6 slaves** (Com1) and **4 barmaids** (Com1). He has a few small rooms he rents for 3 gp/week but generally reserves them for customers he feels are trustworthy, which usually means dwarves. The **cashbox** beneath the bar has a deadly **poison needle trap** that helps protect the 70 gp, 127 sp, 732 cp and 3 onyx gems (100 gp each) stored within.

Poison Needle Trap: CR 3; mechanical; location trigger; manual reset; Atk +8 ranged (1 plus giant wasp poison); Search DC 22; Disable Device DC 22.

Rogry Algas, male human Ftr5: CR 5; hp 47; AL LG; SL 4; Str 12, Dex 13, Con 16, Int 10, Wis 14, Cha 8; masterwork longsword, masterwork chain shirt (under clothing).

209. Open Market

Swarming with hawkers and vendors selling chestnuts, vegetables, hot tamales, fake maps, crippled slaves, rush sandals, watered wine, dung chips, firewood, baskets, copper weapons, fruit, herbs, flowers and a wide variety of other items, the open market attracts huge crowds (NA 2d6 x 100; any PC or NPC class lvl 1d6). The constant press of the crowd can separate friends from each other (30% chance of separation) as well as delay movement and encourage thievery (10% chance of a pickpocket attempt by a Rog (lvl 1d4) for every 10 minutes of moment through the crowd). Although there is a **constable patrol** (NA 12; Ftr or War lvl 1d4) at the main entrance, most disputes are completely ignored.

Vendors generally move their wagons and tables into the cobblestone square at dawn in order to be ready for the customers that begin arriving a few hours later. Two hours after sunset **3 constable patrols** (NA 12; Ftr or War lvl 1d4; each) move through shouting at any remaining hawkers to close up and move out. Most vendors close at this time, if they have not already, and the Open Market becomes home to wandering minstrels and performers until late into the night. Nighttime crowds are half as large as daytime crowds and the chance of being separated or pick-pocketed is also cut in half.

The number of vendors often varies, but many are here every day. A few of the more recognizable individuals are listed below, but that list is by no means complete. Prime selling locations must be acquired through force, favors, or outright bribery, disputes over selling locations are completely ignored by the constables unless blood is shed (and even then often ignored). Virtually any common equipment item listed in the *PHB* is available somewhere in the market. Masterwork items must be purchased elsewhere.

Mosay Stag-Shank, male human Ftr7: CR 7; hp 57; AL N; SL 3; Str 16, Dex 13, Con 14, Int 18, Wis 10, Cha 9; masterwork longsword. Mosay sells rush mats for 1 cp, and does rather good business for a known drunkard and liar. There is a 35% chance he is drunk when met by the PCs.

Nafdelin the Irascible, male human Ftr6: CR 6; hp 55; AL CE; SL 4; Str 11, Dex 13, Con 16, Int 12, Wis 10, Cha 8; handaxe. Loud, obnoxious, and irritable, Nafdelin is the only supplier of leeches (1 sp) in the market.

Dremidan the Lame, male human Ftr4: CR 4; hp 32; AL N; SL 3; Str 12, Dex 14, Con 14, Int 11, Wis 8, Cha 12; dagger. Dremidan gives haircuts to passersby (2 cp, 1 cp if long; sells the hair to wigmakers) while making sad jokes about his deformed left leg.

Manegyr Big-Nose, male human Ftr6: CR 6; hp 37; AL CE; SL 3; Str 10, Dex 12, Con 11, Int 16, Wis 12, Cha 14; *+1 dagger*. Recognized by his massive proboscis and carved figures, Manegyr is an irritable but skilled carver of small figurines that he sells for 1 sp. When angered he is more than happy to carve faces for free. He keeps a cloth-covered medusa head on his table and offers free peeks to passersby.

Amar Maedron, male human Wiz4: CR 4; hp 15; AL CG; SL 3; Str 8, Dex 14, Con 13, Int 17, Wis 10, Cha 12; dagger, *wand of magic missiles* (Caster Level 3; 43 charges), 15 gp, 25 cp. Amar uses his charm and wit to help sell his camels (16 total, 4 in poor condition, 46 gp each). The camels are tended by **2 slaves** (War2; longswords) that keep a careful eye out for thieves.

210. Plant Shoppe

Salenr Tepfana and his **2 apprentices** (War1; AL LE; daggers) tend a wide variety of orchids, mums, and laurels (3 cp each) as well as rarer plants including a **Jupiter bloodsucker** and a **yellow lotus**. The **cashbox** behind the counter contains 5 gp, 36 sp, and 214 cp. Tepfana's room is messy and smells of wet earth but beneath the mess one can find a *potion of plant control* hidden in a **chest** full of manure (Search DC 25) and a tattered map of the **Dearthwood** (30% accurate) beneath the bed.

Salenr Tepfana, male human Ftr3: CR 3; hp ; AL LE; SL 6; Str 10, Dex 11, Con 12, Int 14, Wis 13, Cha 12; longsword.

Jupiter Bloodsucker: CR 3; hp 19; see the ***Tome of Horrors*** by **Necromancer Games**.

211. Delphia's Delight

Delphia's extraordinary meals are inexpensive due to her inexpensive help. She is assisted by **6 skeletons** and **2 halflings**, Bandorabas and Hamdir (Exp3; Profession [cook] +7; daggers). Delphia serves roast chicken, turkey, and pheasant (3 cp each) and has customers from all over the city (NA 7d6; any PC or NPC class lvl 1d12). The door into Delphia's private quarters is *arcane locked* (Break [DC 38]; Caster Level 5) to protect her belongings which include various clothing and spell components, *winged boots*, an *ioun stone* (pale lavender, hidden in a candlestick holder) and a **bronze chest** (321 gp, 6250 sp, 632 cp).

Delphia the Tender, female human Sor5: CR 5; hp 17; AL CN; SL 7; Str 8; Dex 10, Con 11, Int 14, Wis 15, Cha 17; Toughness; *+1 dagger*, *+1 bracers of armor*.

Skeleton (6): CR 1/3; hp 6; see the MM.

212. Saddler

Agular, a tall man that is easily as ugly and unsavory as the **5 gnolls** working for him, creates and sells saddles, saddlebags, and harnesses with the help of **Jargnt the Steadfast** (Ftr4; Craft [leatherworking] +7; hammer). Although he has a foul demeanor and sometimes his saddles and harnesses need repairs (30% chance of failure during rough riding or battle), Agular does good business due to the fact he uses top quality leather and hide in all his products.

Agular the Esoteric, male human Ftr4: CR 4; hp ; AL LE; SL 7; Str 14, Dex 16, Con 13, Int 10, Wis 12, Cha 8; Craft (leatherworking) +7; masterwork longsword.

Gnolls (5): CR 1; hp 10 each; see the MM.

213. Barracks

Although this reserve unit is responsible for augmenting the North Gate, it spends most of its time breaking up riots resulting from gladiator games and grand tourneys. **Sergeant Bredal** keeps only lose control over the **30 spears**, **20 light crossbowmen**, **20 archers**, and **20 swordsmen** (all War1) in his command. Bredal is fond of wrestling matches and often gives leave time, drinks, or an occasional gold piece to the winner of a good match. The company cache (235 gp, 46 sp, 136 cp) is stored in an old **chest** beneath Bredal's bed.

Sergeant Bredal, male human Ftr7: CR 7; hp 64; AL LE; SL 8; Str 13, Dex 10, Con 16, Int 15, Wis 10, Cha 13; Leadership; *+1 longsword*.

214. Rent-A-Slave

If he receives a deposit for the "full value" of a slave **Tup Dory** is willing to rent the slave for that price in cp/day. Unusual damage to slaves forces their automatic purchase. There is a 10% chance that Tup owns, or can obtain, slaves with special skills or abilities. Tup has **20 slaves** (Com1) to tend his place, or be rented out, and owns 4 merchant ships as well as a variety of strange and unusual maps. His private room is protected by a *symbol of fear* over the door and contains a number of business papers as well as individual leather sacks containing 1335 gp, 245 sp, and 460 cp.

Tup Dory the Drover, male human Ftr4: CR 4; hp 26; AL LE; SL 9; Str 13, Dex 13, Con 11, Int 12, Wis 15, Cha 11; *+1 longsword*.

215. Fur Shop

Herald Varklet's companions are as strange and varied as the furs he sells. Varklet provides exotic furs to nobles and gentlemen, including leopard, jaguar, lion, and tiger (1d6 x 10 gp) as well as much rarer saber-toothed tiger, dire wolf, giant skunk, and giant minx ([6+1d6]x10 gp). Herald hunts for the furs himself with his companions **Iiberto** (Halfling Ftr3; shortbow), **Gilandor** (elf Ftr2; composite longbow), and **Feraki** (hill giant). As evidenced by his faithful companions, Varklet has a strange ability to bring peace and calm to almost any situation.

Herald Varklet, male human Rgr7: CR 7; hp 64; AL LG; SL 8; Str 17, Dex 17, Con 16, Int 16, Wis 18, Cha 15; *+1 longsword*, *amulet of calm emotions* (3x/day), masterwork mighty composite longbow (Str 17) stored in his room.

Feraki: CR 7; hp 102; see the MM.

216. Velvet Bed or Table

Crackers Rastiknor, a brash young man with garish clothing, gives customers a choice between a 46 course feast of exotic dishes (24 gp, lasts 10+1d6 hours), or a sauna, massage, milk bath, grog, and elaborately furnished room (17 gp/day). **Morgana the Matron** (female Ogre; cane sword) greets customers and **160 female slaves** (Com1; daggers) insure that all requests are met. Guests vary, but all are wealthy enough to afford Crackers' fine establishment (NA 2d6; any PC or NPC class lvl 2d6). Rastiknor stores his wealth (2350 gp, 1580 sp, 2500 cp) in a **gold chest** (Hardness 10; hp 60; Break [DC 28]; Open Lock [DC 32]) that is filled with **20 poisonous scorpions**.

Crackers Rastiknor, male human Ftr6: CR 6; hp; AL N; SL 8; Str 16, Dex 13, Con 10, Int 11, Wis 12, Cha 12; *+1 longsword*.

Morgana the Ogre: CR 2; hp 26; see the MM.

Tiny Monstrous Scorpions (20): CR 1/4; hp 4; see the MM.

217. Dancers

Cenachts, **Ember**, **Karizna**, and **Bizet** jointly operate this group of **16 dancers** (Brd1; 1d6 x 10 gp in jewelry). They charge 40 gp for funeral, ceremonial, and theatrical dances, 60 gp for masquerades, mummeries, and pageants, and 80 gp for macabre, exotic, and orgiastic dances and parties. There is enough demand for dancers that the

women presently turn down requests from anyone of low social status (below SL 6).

Cenachts the Bare, female human Brd2: CR 2; hp 15; AL N; SL 5; Str 9, Dex 17, Con 16, Int 10, Wis 16, Cha 16; Perform (dance) +6, Perform (sing) +5; masterwork dagger

Ember Ochter, female human Brd1: CR 1; hp 8; AL CG; SL 4; Str 7, Dex 18, Con 14, Int 10, Wis 11, Cha 17; Perform (dance) +5, Perform (sing) +5.

Jugs Karizna, female human Brd3: CR 3; hp 13; AL CG; SL 6; Str 10, Dex 16, Con 10, Int 16, Wis 12, Cha 16; Perform (dance) +6, Perform (sing) +6; dagger.

Fluttering Bizet, female human Clr3: CR 3; hp 22; AL LE; SL 4; Str 8, Dex 16, Con 16, Int 14, Wis 17, Cha 17; Perform (dance) +6, Perform (sing) +6; cane (damage as club).

218. Carnival of Memories

The dark, shadow-filled room smells of honey and strange spices. **Cascade Brunwod** assists a wide variety of customers by implanting new memories through the use of a foaming pink brew and his own special ministrations (15 gp/level). He claims to have helped cowardly fighters, fainthearted lovers, and given wretches delusions of grandeur. Brunwod is willing to secretly plant memories in the unwilling (Will save [DC 19]) for quadruple the price. He stores most of his wealth (290 gp, 570 sp) in an **invisible chest** and an additional 640 cp in a **cashbox** beneath some pillows (Search DC 20).

Cascade Brunwod, male human Sor8: CR 8; hp 14; AL CE; SL 7; Str 12, Dex 11, Con 8, Int 14, Wis 10, Cha 17; Craft (alchemy) +13; Brew Potion; masterwork dagger, *+2 bracers of armor*.

219. Park of Obscene Statues

Hal, the Overlord's forester, collects fees at the main gate (2 sp/SL; houris triple) with the aid of **25 kobolds**. Robbers, drunken rogues, houris, capering trolls, and vixens roam through the park in groups (NA 2d6 per group). A **dryad** is rumored to live in the center of the heavily wooded glade, enticing lone tipplers into following

her. Some claim the dryad is the reason this forest in the middle of the City State has been left unscathed. Small boats can be rented (5 cp) to float through the park, which is considered the safest way to tour it. Unconfirmed reports claim a sect devoted to **Pan** uses the central park area for celebrations after dusk.

Hal the Debased, male human Ftr7: CR 7; hp 57; AL LE; SL 5; Str 14, Dex 10, Con 14, Int 10, Wis 13, Cha 10; +2 longsword, masterwork chainmail.

Kobold (25): CR 1/6; hp 2; see the MM.

Dryad (1): CR 1; hp 7; see the MM.

220. Canon Court

Deciding religious disputes, and claims over various church laws, this court is presided over by **Magistrate Gungrat** with the approval of all the major religions. **Frowning Bashnak** (Clr3; AL LG; mace) acts as clerk with the help of **Perintor** (Clr3; AL LE) a skilled scribe. Questioning, when required, is accomplished by **Tyrant Pidenoptar the Inquisitor** (Clr 9; AL LE; *+2 hammer*) with death sentences performed by **Immortal Ponmizer, the Executioner** (Clr 6; AL LE; *+2 staff*). **Guards** (NA 10; Clr2; maces) stand around the perimeter of the court while **10 servants** (Com1) move back and forth through the room carrying records or other materials. A back room contains **15 chests**, 14 full of records and 1 chest containing 2540 gp, 12368 sp, and 5389 cp.

Magistrate Gungrat, male human Clr8: CR 8; hp 47; AL LN; SL 9; Str 12, Dex 10, Con 13, Int 11, Wis 16(18), Cha 14; *+1 hammer*, *+2 periapt of Wisdom*.

221. Merchant Court

Gusbert Fortnam (Ftr4; AL CE; longsword), the court clerk, keep things moving along with his bellowing voice and massive size. Unfortunately, this is a necessary step as elderly **Magistrate Avuthan** has a tendency to get distracted and let arguments go on longer than they should. Avuthan's decisions may be slow, but few ever complain about unfairness here. Spear-armed **deputies** (NA 3d6; War2) line the walls and entrances under the watchful eye of **Big Ulhig** (Ftr4; dagger). A triple-locked **iron chest** (Open Lock [DC 32], [DC 32], [DC 27]) holds fines and fees paid to the court (148 gp, 1675 sp, 3458 cp).

Magistrate Avuthan, male human Ftr8: CR 8; hp ; AL LN; SL 9; Str 10, Dex 15, Con 13, Int 12, Wis 15, Cha 8; *+1 hammer*.

222. Royal Court

Cases between nobles, and accusations against nobles by the Overlord's representatives are taken care of here. This courtroom is constantly being cleaned by **15 slaves** (Com1) and his heavily guarded with **8 guardsmen** (War3; longswords) guarding the entrances and **6d6 constables** (War1; spears) keeping the peace under the guidance of the bailiff, **Fats Ichor** (Ftr4; greatsword). Spectators (NA 10d10; any PC or NPC class lvl 1d12) often come to view the spectacle of nobility arguing with each other, or even being charged with crimes. **Chief Magistrate Talingar** presides over all cases involving crimes, usually treason, while **Magistrate Sabrentor** often handles civil arguments between noble houses. **Hubart the Clerk** (Ftr5; longsword) keeps a running record of all events. Anyone charged with high treason and found guilty (nobody has ever been found innocent) is executed immediately by **Komreatar the Executioner** (Ftr6; Str 18; greataxe) who hasn't "missed" for 473 days.

The two **iron bound chests** behind the bench contain a total of 6756 gp, 14982 sp, and 3415 cp with the gold and copper in one chest and the silver in the other. Both chests are protected with **poison needle traps**.

Poison Needle Trap: CR 3; mechanical; location trigger; manual reset; Atk +8 ranged (1 plus giant wasp poison); Search DC 22; Disable Device DC 22.

Chief Magistrate Talingar, male human Ftr10: CR 10; hp 79; AL LN; SL 10; Str 14, Dex 11, Con 14, Int 17, Wis 13, Cha 12; *+1 hammer*.

Magistrate Sabrentor, male human Ftr7: CR 7; hp 57; AL LN; SL 8; Str 13, Dex 10, Con 14, Int 12, Wis 16, Cha 13; *+1 hammer*.

223. Low Court

Magistrate Afubar has the privilege of deciding a wide variety of cases among the lower classes. It is rumored that he is very sympathetic towards women, often changing his disposition in their favor. While many crimes are at least somewhat serious, the court has become known for strange antics and bizarre crimes thus drawing spectators. Although the court has begun charging 1 sp each, spectators still fill the gallery (NA 2d6 x 10; any PC or NPC class lvl 1d6). A modicum of order and cleanliness is maintained by **12 slaves** (Com1), **4 guardsmen** (War2) and **2d6 constables** (War1) that answer to **Cutalamar the Bailiff** (War3; mace). Friendly, bright-eyed **Mazamor the Clerk** (War8; dagger) keeps the cases moving along while **Wild Porbander** (Wiz4; Int 16; dagger) acts as the court scribe. Capital offenses and other punishments are meted out by **Zurim the Eradictor** (Ftr9; AL LE; greataxe, whip). A **granite chest** (Open Lock [DC 32]) chained to the central pillar contains 1597 gp, 3152 sp, and 13310 cp.

Magistrate Afubar, male human Ftr6: CR 6; hp 43; AL N; SL 9; Str 11, Dex 13, Con 13, Int 10, Wis 14, Cha 15; *+1 hammer*.

224. Gate of the Gods

Guard work at the **Gate of the Gods** is considered a high honor due to the tradition that 3 Gods have ordained its safety. **Captain Rimegard** and his **4 sergeants** (War4; longswords) keep a tight watch over the **50 footmen**, **50 militia**, **40 archers**, and **30 crossbowmen** (War1–War2) as well as the **46 slaves** (Com1) that serve them. Personnel tend the 20 cauldrons of oil, 4 dart throwers, and 2 ballistae insuring they are always prepared for battle. Gate tolls are based on apparent wealth (armor, baggage, animals, etc.) with poor being charged 1d6 sp, traveling merchants 2d6 sp, and heavily armored or obviously wealthy individuals 1d6 gp.

Captain Rimegard, male human Ftr8: CR 8; hp 73; AL LE; SL 10; Str 14, Dex 17, Con 16, Wis 8, Int 12, Cha 14; Iron Will, Leadership, Weapon Focus (longsword), Weapon Specialization (longsword); *+2 unholy longsword*, 10 *+1 arrows*, masterwork full plate, gate key (requires the partner key held by the gatekeeper to function).

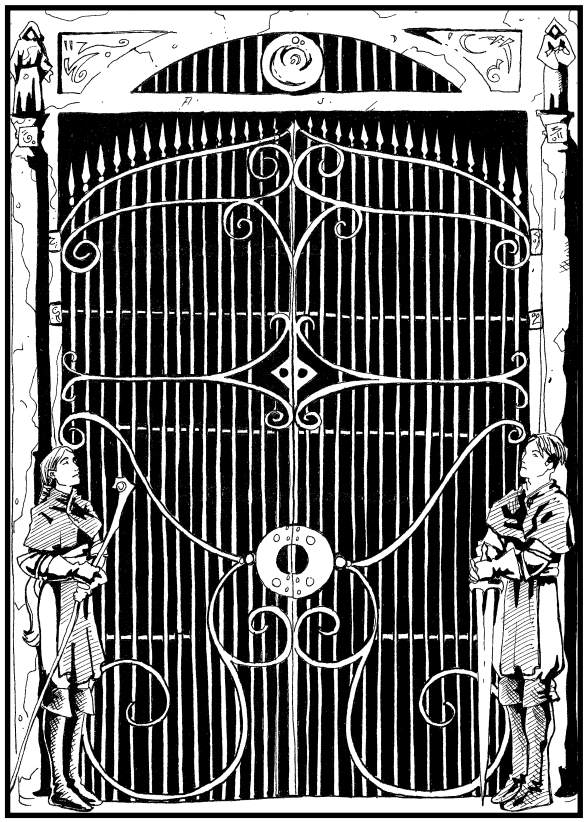
225. Gatekeeper

Armigar's intelligence and cleverness makes up for his lack of leadership skills. His friendship with the Patriarch of Thoth and Master of Monks Sigtun helped him obtain this position and his cleverness has kept it. **Klicker** and **Klanker** (Halfling Ftr2; short swords) are dear friends and companions that stay with him at all times, Armigar keeps 30 gp in his helmet and wears the gate key on a gold chain about his neck. The key only functions when used with the key held by Captain Rimegard.

Armigar the Cat, male human Ftr5: CR 5; hp 32; AL LG; SL 9; Str 17, Con 10, Dex 11, Int 17, Wis 12, Cha 10; hammer, masterwork chainmail, gate key.

226. Master of Monks

Despite his rough clothing, and spartan home, **Sigtun**, is a highly respected Master of Monks that is sought out by many students. His plain appearance is designed to be extremely deceptive, and succeeds in concealing not only his special abilities, but the magical items he possesses as well. A *+1 spear* mounted on one wall beside an abstract tapestry displays a fraction of his wealth and power. A plain clothing **chest** at the foot of his bed has a false bottom (Search DC 35) concealing a valuable **jade chest** (300 gp; 1 in. thick; Hardness 8; hp 30; Break [DC 28]; Open Lock [DC 35]; contains 5



ep, and 6 pp). Sigtun's home is always guarded by **2 monks** (Mnk4; AL LG; SL 6) that work with him at the School of Ancient Knowledge. Sigtun and others working at the school worship the Spider God. A **dagger-trapped**, **invisible niche** in the west wall of Sigtun's bedroom holds a map to the dungeons beneath the temple.

Dagger Trap: CR 1; mechanical; location trigger; manual reset; Atk +10 ranged (1d4); Search DC 20; Disable Device DC 20. *Note:* 50-ft. max range, target determined randomly from those in its path.

Sigtun the Rustic, male human Mnk13: CR 13; hp ; AL LG; SL 10; Str 16, Dex 14, Con 16, Int 11, Wis 18, Cha 13; *+2 holy kama*, *+2 bracers of armor*, *monk's belt*, *ring of water walking*, key to the library on a gold necklace (150 gp).

227. Temple of the Spider-God

Although originally dedicated to the Spider God, this temple is now the domain of worshippers of **Nephtlys, Goddess of Wealth**. As such, the temple is extraordinarily wealthy which is known to everyone in the City State. This attracts a number of thieves so the priests have taken steps to protect the temple with magical and mundane traps as well as complicated locks. Long ago priests of the Goddess learned how to control the many giant spiders left behind by the previous worshippers, these spiders provide excellent, frightening guards for the areas off limits to visitors. Doors to any area other than the quarters of the adepts and acolytes are locked and only 4th–level or higher clerics (vicars) are given keys.

The chief priest is **Psinar of the Outlands**, an elderly, regal gentleman that is served faithfully by **Bishop Farntum** (Clr6; AL LG; *+1 mace*), **3 vicars** (Clr4; mace), **6 adepts** (Clr2; hammer), and **38 acolytes** (Clr1; hammer). Despite the wealth of the temple as a whole, clerics have no personal wealth, they spend all of their money on the ornate robes and holy symbols they wear. It is rumored that stealing and selling robes or holy symbols of the priests of Nephtlys finds one struck with disease or a run of bad luck leaving them completely penniless.

Psinar of the Outlands, male human Clr10: CR 10; hp 48; AL LG; SL 12; Str 12, Con 11, Dex 8, Int 14, Wis 18, Cha 13; staff.

Wraith Overlord: The chambers beneath the temple are detailed in the Temple of the Spider God chapter of Part II: Wraith Overlord.

228. Seahawk Tavern

Rough paintings of ships and sea birds adorn the walls of this ramshackle tavern. Owned and run by **Boffin the Claw**, a retired brigand with a metal hook in place of his left hand, the Seahawk serves mostly bandits, brigands, and buccaneers (NA 30 + 1d10; lvl 1d4). A **parrot** behind the bar recites the location of a 5,000 gp treasure buried on Devil's Cauldron Island, but nobody has ever believed the tale enough to search for it. The back portion of the room is devoted to games run by **3 trolls**. The games are fixed, making it extremely difficult to win more than a few gold (–10 circumstance penalty to Gamble skill checks).

Boffin the Claw, male human Ftr2: CR 2; hp 21; AL CE; SL 5; Str 11, Dex 13, Con 16, Int 10, Wis 15, Cha 11; masterwork longsword (gold hilt, 600 gp), 5 gems (50 gp each) hidden in the hook on his left hand.

Troll (3): CR 5; hp 60, 68, and 70; see the MM.

229. Water Dog Flop House

Artawer, an inept, unfriendly man, runs this filthy excuse for a resting spot. He makes more money kidnapping drunk patrons for the slaver around the corner on Caravan Street than renting his bare floors for 1 cp/night. He also rents filthy furs (2 cp/night) that happen to be a breeding ground for small disease laden ticks. Although there isn't much to the building, **2 slave guards** (War1) insure that nothing is removed without Artawer's permission. Renters are likely to be attacked by **dire rats** (NA 1d4; 30% chance) while sleeping, leading many to question exactly what the "cream of unborn octopus soup" (3 cp) might really contain. A **cashbox** (10 gp, 34 sp, 52 cp, masterwork dagger) is hidden beneath a pile of furs (Search DC 18).

Artawer the Accursed, male human Ftr2: CR 2; hp 19; AL N; SL 4; Str 14, Dex 10, Con 14, Int 10, Wis 12, Cha 8; greatsword.

Dire Rat (1d4): CR 1/3; hp 5; see the MM.

230. Tax Collector

Although often dismissed as merely a dressed-up troll, **Waxrik the Magnificent** is an extraordinarily efficient tax collector. Wearing a yellow trimmed purple jacket and red pants, Waxrik is easy to recognize. His easily recognized staff includes **4 gnoll assistants** (maces), Semper, Markem,

Nimord, and Eldo, wearing red feathered hats, purple-trimmed red shirts and yellow pants, and **8 gnome slaves** (War2; short swords) wearing yellow jumpsuits and red caps. The counting room table supports 2,000 gp in loose coins and a lever that opens the pit trap in the corridor outside it. Paintings of Waxrik and the Overlord flank a large podium in the speaking room while a **double-locked door** (Open Lock [DC 35]; [DC 35]) behind it leads to a holding room for prisoners. A **slotted lockbox** (Hardness 10; hp 80; Break [DC 30]; Open Lock [DC 40]) in the collection room holds 400 gp, 230 sp, and 1500 cp. A secret passage (Search DC 25) from the collection room leads to Waxrik's private chambers where he holds Evanil (Ari2; Cha 16), the daughter of an impoverished gentleman, prisoner. **Guards** roaming the office (NA 2d6; War3) are considered to be under Waxrik's direct orders until they leave the building. **Constable patrols** and armored delivery wagons guarded by **2 knights** (lvl 3+1d6) arrive regularly (10% chance every 10 minutes).

Waxrik the Magnificent, male troll: CR 5; hp 63; Int 10; Consult the MM for statistics.

Gnolls (4): CR 1; hp 9; see the MM.

231. Armorer

Age has tamed **Keep Lord Ruparl White Beard's** adventuring fire, but not his bellowing voice, broad shoulders, or immense skill at the forge. Ruparl has a reputation for providing the finest armor and weapons in the City State and is able to demand premium prices for all of his goods. While he does carry a few non-masterwork items, these are always items traded in for new products and sold at severe discounts. Helped by **4 assistants**, Gollen, Harondar, Eldak, and Kelos (Exp2), Ruparl provides only masterwork quality items. In addition to standard armor, Ruparl provides custom-made mail masks and neck-guards (1d4 days) and custom fit armor (mail 2d4 days, plate 4d6 days) for double masterwork prices.

Ruparl has two young daughters, **Nina** and **Welda** (Com1; Cha 15 and 17; dagger), that are both touched by the same desire for excitement and adventure that colored Ruparl's younger days. He keeps 30 gp, 120 sp, and 80 cp in a **dagger-trapped iron chest** at the foot of his bed.

Dagger Trap: CR 1; mechanical; location trigger; manual reset; Atk +10 ranged (1d4); Search DC 20; Disable Device DC 20. *Note:* 50 ft. max range, target determined randomly from those in its path.

Keep Lord Ruparl White Beard, male human Ftr6: CR 6; hp 41; AL N; SL 4; Str 20, Dex 12, Con 12, Int 14, Wis 13, Cha 15; *+1 hammer*, *+2 ring of protection*. Ruparl lost face and respect when he failed to obtain a magical sword he quested for. He lost much of his life force (10 levels) to spectres guarding the burial grounds he was searching and was forced to flee.

232. Sorcerer's Supply House

Selling a wide variety of strange substances, spell components, scrolls, books, and animal parts, the Sorcerer's Supply House is popular with Sorcerers, Wizards, and curious passersby (NA 2d4; any PC or NPC class lvl 1d12). Thin-boned, handsome **Athelbrus** is assisted by **6 slave goblins**, **4 apprentices**, Ailill, Lysirk, Fretek, and Hykirtod (Wiz1 or Sor1), and a **homunculus** named **Grutyl**. Various animal parts such as gizzards, livers, talons, and horns go for 5 gp/HD of the monster while whole cadavers sell for 3d6 gp/HD. Manuals, books, and scrolls in unknown languages (1d6 x 10 gp) are sold alongside minerals (4d6 gp/vial), potion ingredients, and golem kits (price of parts for a particular golem). There is a 5% chance that Athelbrus possesses any particularly rare item being sought.

Athelbrus the Affable, male human Sor6: CR 6; hp 17; AL CN; SL 6; Str 8, Dex 10, Con 11, Int 15, Wis 14, Cha 18; *+1 dagger*, *+1 bracers of armor*, *wand of fear*, 160 gp in a *bag of holding* (Type I).

Goblin (6): CR 1/4; hp 4; see the MM.

Homunculus (1): CR 1; hp 11; see the MM.

233. Green Goblin Inn

Mercenaries, barbarians, and elves (NA 10+1d10; lvl 1d8) visit the Green Goblin for meals (4 sp) and drinks (1 sp) as well as rooms (3 gp/week). **Jackpot Klenthorn** actually hates goblins. Goblins foolish enough to enter the inn are beaten senseless and tossed into the street by patrons and employees. **Parten Cahor** (elf Ftr3; flail) helps keep the peace while **Brunela the Miazon** (Ftr2; longsword) insures everyone is served and taken care of. **Hedin the Gambler** (dwarf Ftr3; AL N; SL 4; Gambling +7 [6 ranks +1 Int]; greataxe) runs a series of popular games in the back of the inn, paying a flat 5% of all pots to Klenthorn. Klenthorn keeps his **cashbox** (88 gp, 19 sp, 60 cp) hidden in a closet protected by **Bloody Head Rawbones** (skeleton; spear).

Jackpot Klenthorn, male human Ftr4: CR 4; hp ; AL CG; SL 4; Str 16, Dex 13, Con 14, Int 10, Wis 13, Cha 9; masterwork longsword.

Bloody Head Rawbones (skeleton) (1): CR 1/3; hp 6; see the MM.

234. Marine Barracks

The Overlord's marines are considered to be some of the more insane of his many forces. In addition to their standard weapons skills, marines must be able to swim and wade short distances in their light armor while carrying weapons. **Catapultists** (24; War1/Exp2; short swords) must

be able to create siege weapons with a wide variety of materials enabling them to work a wide variety of locations. **Captain Fairweather Landor** is an excellent leader rabidly supported by his men and well-liked by the Overlord. **Sergeants Mattick the Sabre** (Ftr3; Con 18; longsword) and **Polli the Rover** (Ftr4; longsword) help keep the **60 crossbowmen**, **40 swordsmen**, and **40 spears** (War2) trained and disciplined while ex-marine **Aischinar One-Arm** (Ftr4; dagger) oversees the **15 slaves** (Com1) that clean and care for the barracks.

Captain Fairweather Landor, male human Ftr6: CR 6; hp 49; AL CG; SL 10; Str 15, Dex 13, Con 14, Int 10, Wis 14, Cha 13; Leadership, Weapon Focus (longsword), Weapon Specialization (longsword); *+1 longsword*, *ring of water walking*.

235. She-Devil Tavern

The She-Devil is known for its all female staff as well as the owner, **Shantra of Altania**, an exotic beauty in her own right. **Aliena** and **Celiana** (Brd3; Cha 17; Perform [dance] +6, Perform [sing] +6), identical twins, perform exotic dances with **Chakdan** (doppelganger, also acts as bouncer) that draw in a wide variety of customers (NA 20+3d6; any PC or NPC class lvl 1d12). Customers are served and entertained by additional barmaids, dancers, and servants (NA 20; Com1) doling out meals (2 gp), ale (1 sp) and extremely popular roast wyvern tongue (4 gp). Shantra keeps a *demon amulet bracelet* (summons a succubus named Phebanlexa 1/week) hidden in her private quarters (Search DC 40) along with a map to level 3 of the Glory Hole dwarven mine. A secret passage (Search DC 30) leads from Shantra's private quarters to the alley northwest of the tavern.

Shantra of Altania, female human Ftr4: CR 4; hp 27; AL CG; SL 8; Str 12, Dex 17, Con 10, Int 14, Wis 8, Cha 18; masterwork scimitar (gold hilt, 650 gp). Shantra is seeking a group of adventures to help take advantage of her map to the Glory Hole dwarven mines (to be detailed in a future supplement!).

Chakdan the Doppelganger: CR 3; hp 22; see the MM.

236. Temple of Harmakhis

Harmakhis, a chaotic evil god of death, appears every evening for human sacrifice and ceremony. Masked clerics preside over all ceremonies and an unknown number of demons helps run the temple when Harmakhis is absent. The temple is heavily guarded by **100 acolytes** (Clr1), **60 adepts** (Clr2, maces), **20 vicars** (Clr4; mace), **11 elders** (Clr6; masterwork mace), **2 lamas** (Clr8, *+1 mace*), and a **patriarch** (Clr9; *+2 mace*) that all wear identical robes with deep cowls concealing the identity of the wearer.

Wraith Overlord: Many chambers exist beneath the temple. These chambers are detailed in the Three Temples chapter of Part II: Wraith Overlord.

237. Temple of Odin

The vast temple is protected by **140 berserkers** (Brb1; greataxes), **46 adepts** (Clr2), **16 priests** (Clr3), and **4 vicars** (Clr4) and lead by **Ralibarn the Wise**, a sturdy high priest that can summon **Odin** if the temple is ever attacked. Various quarters and bunking rooms are off the main worship area, sometimes opening directly into the temple. If one priest or worshipper calls for aid, the others soon rush forth.

Ralibarn the Wise, male human Clr13: CR 13; hp 88; AL LG; SL 12; Str 16, Dex 8, Con 14, Int 12, Wis 18 (24), Cha 14; *+6 periapt of wisdom*, *+3 heavy mace*.

Wraith Overlord: Many chambers exist beneath the temple. These chambers are detailed in the Three Temples chapter of Part II: Wraith Overlord.

238. Street Scoopers

Gormal oversees **20 foremen** (Exp1) and **60 workers and slaves** (Com1) whose sole purpose is to keep the streets and roadways clear of refuse and dung. Gormal focuses his crews on major roads, ignoring lesser streets and alleys unless there is a complaint by a high ranking nobleman or merchant (SL 10 or higher).

Gormal the Fragrant, male human Ftr3: CR 3; hp 24; AL N; SL 6; Str 14, Dex 12, Con 13, Int 10, Wis 8, Cha 11; longsword. Gormal is afraid of water and doesn't bathe. He "cleans" himself with thick perfumes that leave him smelling worse rather than better.

239. Temple of Thoth the Terrible

Entrances to this large, opulent temple, are guarded by **mercenaries** (NA 10+1d10; Ftr or War Level 1d6) with **Krongil the Prudent**, **3 lamas** (Clr8), **9 curates** (Clr5), **13 vicars** (Clr4), **21 priests** (Clr3), **21 adepts** (Clr2), and **49 acolytes** (Clr1) to help in the event of an attack. Glyphs and symbols that prevent any but the true faithful from entering protect hallways leading to the individual quarters of the vicars, and above. All of the individual quarters are otherwise unlocked and unprotected. Most of the temple wealth is stored in the levels below, and guarded by other means.

Krongil the Prudent, male human Clr14: CR 14; hp 94; AL CG; SL 12; Str 9; Dex 12; Con 14; Int 17, Wis 17 (21), Cha 16; *+4 periapt of wisdom*, *+3 quarterstaff*.

Wraith Overlord: Many chambers exist beneath the temple. These chambers are detailed in the Three Temples chapter of Part II: Wraith Overlord.

240. The Drunken Reveler

Owned and operated by **Modread**, a tall, thin, argumentative bruiser with hands the size of dinner plates, **The Drunken Reveler** caters to young nobles, knights, and bandits (NA 20+1d10; Ari, Ftr, Rog, or War lvl 1d8). **Poison Pek** (Ftr2; dagger) acts as bartender and **5 slaves** (Com1) help serve the customers. The tavern is an excellent source of rumors and legends (+6 circumstance bonus to Gather Information checks), and is carefully watched by the Black Lotus.

Modread the Mangler, male human Ftr5: CR 5; hp 37; AL CN; SL 7; Str 18; Dex 12, Con 12, Int 11, Wis 12, Cha 14; masterwork dagger, spiked gauntlet.

241. Government Bureau (EL varies)

Nobody venturing here ever obtains service. They are passed from undersecretary, to Clan-Chief, to minister of subtleness, to recorder of mysteries, to head curator, and eventually back to undersecretary via several other random offices. Anyone foolish enough to make a complete circuit might be arrested for spying (30% chance) or sent to the Exchequer of Whores and Heirs (30% chance), **Sarikler the Mum** (Ftr4; SA mummy touch [touch attack equivalent to mummy rot]; AL CE; SL 6). Constables guard every door and a large number of **slaves** (NA [6+1d6]x10; Com1) run through the halls on urgent missions every hour.

Amiot the Tenth, Thane, male human Ftr9: CR 9; hp 72; AL LG; SL 7; Str 16, Dex 13, Con 15, Int 10, Wis 12, Cha 8; *+2 longsword*, *+1 chain shirt*.

Wendigor the Clan Chief, male human Ftr8: CR 8; hp 66; AL LE; SL 6; Str 14, Dex 15, Con 14, Int 10, Wis 9, Cha 10; *+1 longsword*, *+2 chain shirt*.

Brodag the Toe-less, male human Ftr4: CR 4; hp 34; AL LG; SL 6; Str 16, Dex 9, Con 14, Int 10, Wis 12, Cha 10; masterwork longsword.

Miiokris, male human Wiz4: CR 4; hp 14; AL LE; SL 6; Str 8, Dex 14, Con 10, Int 16, Wis 12, Cha 8; Toughness; masterwork dagger.

Azathotharn the Scribe, male human Wiz2: CR 2; hp 14; AL LG; SL 6; Str 10, Dex 13, Con 12, Int 14, Wis 10, Cha 8; Toughness; wand of burning hands (18 charges; Caster Level 2).

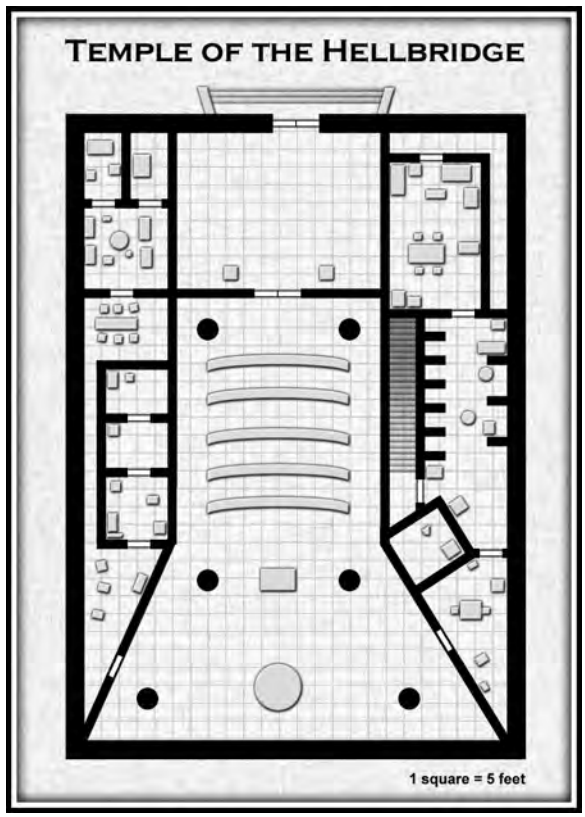
Orlac the Great, male troll: CR 5; hp 63; AL CE; SL 6; Int 10; morningstar; Consult MM for statistics.

Eratak the Third, male human Ftr5: CR 5; hp 42; AL N; SL 6; Str 16, Dex 13, Con 14, Int 10, Wis 12, Cha 8; masterwork longsword, chain shirt.

242. Hell-Bridge Temple (EL Varies)

Although considered a suborder of the **Temple of Thoth**, this temple devoted to protection of the **Baleful Eye of Morg** has drifted from neutral alignment to evil. Presently, priests of this temple have far more discussions with priests of the Temple of Harmakhis than the Temple of Thoth. The temples' hegemony is protected by the Covenant of Rain by order of the Overlord. It is the special place of worship for the Assassins' Guild.

The temple provides weather services for the City State, and shows little respect for its worshippers, except for its berserker guards. During the daylight hours **30 berserker guards** (Bbn2; greataxe) and **20 acolytes** (Clr1) guard the temple until sunset. These guards remain for the sunset ceremonies which are lead by high priest **Statinstor the Inquisitor** with the help of an additional **2 lamas** (Clr8), **4 bishops** (Clr7), **8 priests** (Clr3), another **20 acolytes** (Clr1), an additional **30+1d10 berserker guards** (Ftr2; greataxe; SA rage 1/day as a barbarian), and **20 vestal virgin dancers** (Exp2). Worshippers file into the temple in pairs wearing purple hooded robes of the sect and chanting prayers. Once inside they purchase small red candles for 1 gp and continue into the sanctuary. During the ceremonies **20 acolytes** (Clr1; mace, chainmail) wearing red robes over their armor sit chanting in the front row while a lama leads the sacrifices through the east door and the dancers enter through the west door. Torture implements rest on a stone before the altar where sacrifices are ritually tortured and finally killed while the dancers dance ritual dances and the clergy lead worshippers through ritual chants. During the ceremony drugged candles in silver candlestick holders (20; 300 gp each) emit fumes that heighten the pain endured by sacrifices. The temple uses 21 criminals and slaves for sacrifices each week.



The temple itself is a thing of dark beauty. Large serpentine pillars support the high ceiling of the sanctuary, which can easily seat over 200, not including the regular clergy and guards. In addition to guards in the outer portion of the temple, the main sanctuary is always guarded by a **lama** (Clr8; *rod of rulership*, *+1 full plate*), **2 bishops** (Clr7; *+1 silver staff*, *+1 chainmail*), and **4 priests** (Clr3; mace). The large altar is made of green stone and is crossed with serpentine grooves. Blood runs off through the grooves leaving the altar free of any stains. A jade dagger always rests on the altar when it is not in use.

Behind the altar is a massive 16 foot tall idol of a giant eye supported by three legs. The eye is covered with bronze that is itself covered with gold plate (50 gp worth can be chipped off every 10 minutes) worth 120,000 gp, worked in the image of an eye. The supporting legs are made of silver encrusted with 400 opals (16,000 gp each). Beneath the covering, it is rumored, is contained *Morg's eye*, which legend says still possesses the power to *dominate* any creature within its view. Nobody living has tried to free the eye and confirm the rumor.

Wraith Overlord: Many chambers exist beneath the temple. These chambers are detailed in the Hellbridge Temple chapter of Part II: Wraith Overlord.

243. Pirate's Cove Inn (EL5)

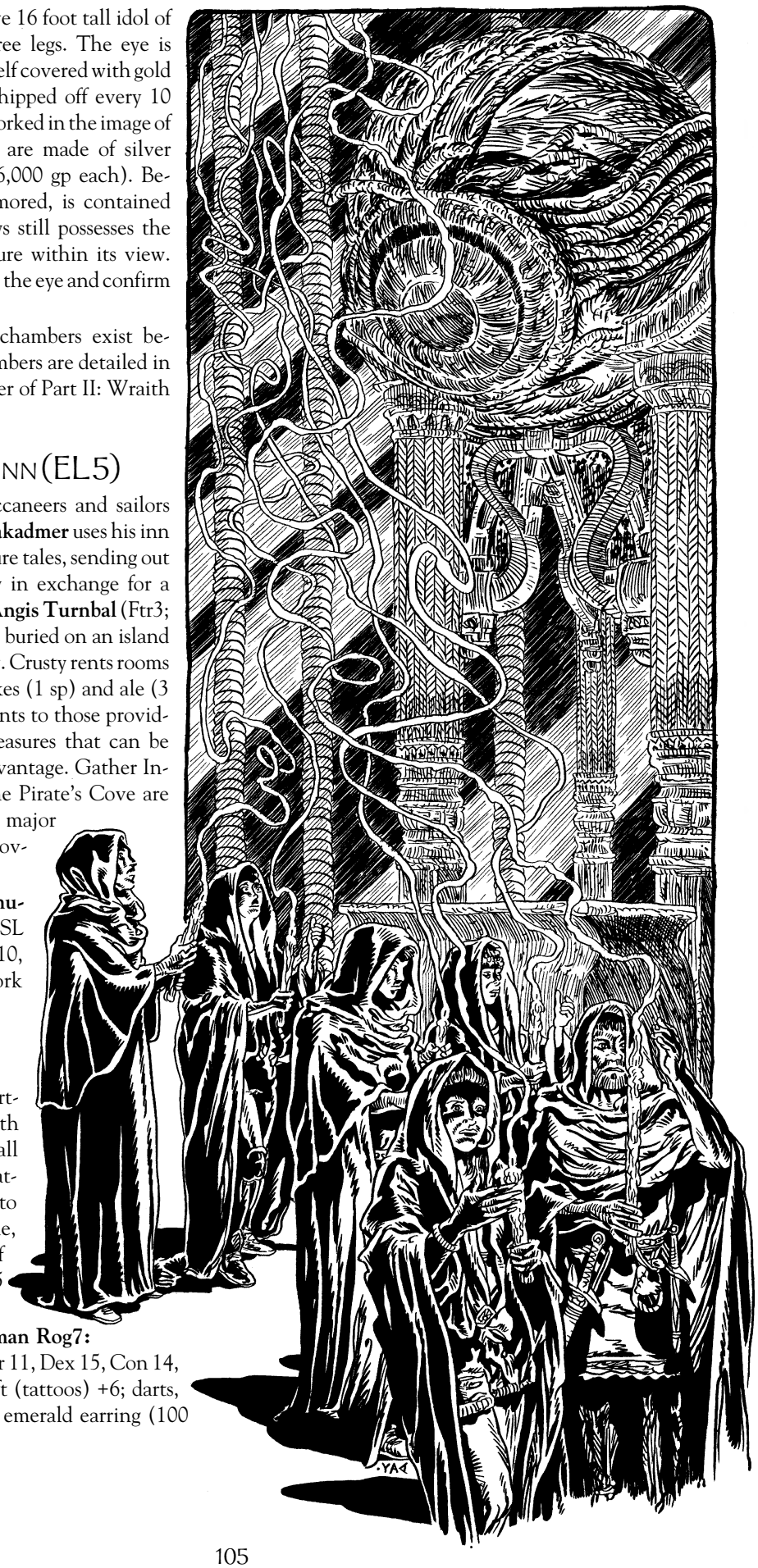
Frequented by pirates, buccaneers and sailors (NA 8d8; lvl 1d4), **Crusty Makadmer** uses his inn to collect and distribute treasure tales, sending out expeditions to recover booty in exchange for a "finder's fee." His bartender, **Angis Turnbal** (Ftr3; dagger) has a map to 7,000 gp buried on an island 200 miles northeast of the city. Crusty rents rooms (2 sp/night) and sells rum cakes (1 sp) and ale (3 cp). He provides steep discounts to those providing information on "lost" treasures that can be confirmed and used to his advantage. Gather Information checks made in the Pirate's Cove are DC 10, with as many as 5 major legends and rumors to be discovered on any particular night.

Crusty Makadmer, male human Ftr5: CR 5; hp 37; AL N; SL 6; Str 16, Dex 13, Con 12, Int 10, Wis 14, Cha 10; masterwork longsword.

244. Tattoo Shop

Sadinen, a supreme tattoo artist, regales his customers with wild tales of the high seas (all lies) while decorating them. Tattoos cost anywhere from 1 cp to 20 gp depending on the style, number of colors, and length of time required (50 minutes to 5 days).

Sadinen Scuttle, male human Rog7: CR 7; hp 41; AL CG; SL 5; Str 11, Dex 15, Con 14, Int 13, Wis 10, Cha 13; Craft (tattoos) +6; darts, gold necklace (250 gp), tiny emerald earring (100 gp).



245. Warehouse

Satyral Stern runs the warehouse with the help of **15 slaves** (Com1) and **3 guards** (Ftr2; longswords) and keeps his lycanthropic nature carefully hidden from his workers. Stores include honey, grain, oil, wheels and ballistae. Satyral's trunk has a false bottom (Search DC 28) concealing 780 sp and 167 gp.

Satyral Stern, male weretiger (Com1): CR 5; hp 45; AL N; SL 9; Str 23, Dex 15, Con 17, Int 10, Wis 12, Cha 10 (in tiger or hybrid form); Cha 15 (in human form); dagger, gold chain (50 gp). See the MM.

246. Cook

Selling his famous beef jerky used on long marches has kept **Scortch**, a former army cook, from starving to death. Rations for one week (2 gp) are reasonably priced considering his specially treated meat never spoils. Scotch keeps 650 gp in a clay box inside his oven (Search DC 35).

Scortch Protaucus, male human Ftr4: CR 4; hp 30; AL N; SL 6; Str 13, Dex 15, Con 12, Int 8, Wis 14, Cha 13; mace.

247. Potter

Drang spends his income supporting many poets and artists, keeping only enough for his own survival. Pots (6d4 cp) often have intricate designs for no more reason than to demonstrate his skill. Drang keeps 15 sp hidden in a hanging pot (Search DC 30) and 155 cp sequestered in a planter (Search DC 28).

Drang the Patron, male human Ftr5: CR 5; hp 32; Str 10, Dex 12, Con 11, Int 13, Wis 14, Cha 15; dagger.

248. Masher's Gaming House

Masher Meryl owns a number of other smaller businesses but his main business is this large gaming house. Managed by **Rykman**, an unexposed vampire, the **12 croupiers** (Rog2; daggers) and **3 bouncers** (Ftr3; longswords) keep an eye on customers. Drinks are inexpensive, and particularly potent, in an effort to keep the knights, gentlemen, and dwarves (NA 30+1d6; any PC or NPC class lvl 2d6) at the tables. Games range from the standard roulette and knucklebones to scorpion fights and ape wrestling. Games are usually fixed so that nobody wins more than enough to entice their return.

Rykman, male vampire: CR 5; SZ M Undead; HD 3d12; hp 19; AL CE; Str 21, Dex 18, Con —, Int 12, Wis 14, Cha 12; Intimidate +7; longsword. See the MM.

Masher Meryl, male human Ftr8: CR 8; hp 65; AL LE; SL 9; Str 18, Dex 13, Con 14; Int 10, Wis 12, Cha 8; *+1 longsword*, *+2 bracers of armor*

249. Belltower

Ulfidas, and elderly, somewhat mad recluse, lives in and manages the belltower. He has spent the last 30 years contemplating leaves as a way to interpret the will of the gods. He is willing to pay 1d6 sp for "pretty" specimens. First hand knowledge of bat gatherings at midnight forces him to sleep in the cold lower floors of the tower.

Ulfidas, male human Clr3: CR 3; hp 20; AL LG; SL 5; Str 11, Dex 10, Con 12, Int 14, Wis 16, Cha 12; staff.

250. Light Gale Inn

The **Sobrun brothers** purchased the Inn for an amazing sum soon after returning from a campaign with a considerable fortune. Some gossipers claim they looted an ancient temple, a rumor the brothers neither confirm nor deny. Rooms (4 sp/night) and customers are tended to by **4 servants** (Com1) and **7 slaves** (Com1). Merchants, hunters, and militia (NA 10+1d6; Ftr, Rgr, or War lvl 1d6) visit often to sample the roast duck (3 cp), and spider pudding (1 cp) that are served with green beer (2 sp).

Huggy Sobrun, male human Ftr4: CR 4; hp 31; AL CG; SL 5; Str 16, Dex 11, Con 13, Int 10, Wis 8, Cha 14; Iron Will; masterwork longsword (jeweled hilt, 1000 gp).

Warbling Sobrun, male human Brd3: CR 3; hp 16; AL CG; SL 5; Str 8, Dex 14, Con 13, Int 10, Wis 10, Cha 15; Iron Will; masterwork dagger.

251. Sword-Rat Resthouse

Masterin does little help to his business with his loud complaints about bed-bugs and other vermin. His prices are low enough (1 sp/night) that a number of mercenaries and barbarians (NA 10+1d6; Bbn, Ftr, or War lvl 1d6) stay here despite the filth and insects. Masterin's small **cashbox** (10 gp, 37 sp, 30 cp) is protected by **2 ogres**, Mub and Kurg, that remain loyal to him despite his constant haranguing.

Masterin Hoary-Head, male human Ftr3: CR 3; hp 27; AL N; SL 5; Str 16, Dex 11, Con 14, Int 10, Wis 8, Cha 12; mace, gold earring (15 gp)

Mub and Kurg, the Ogres: CR 2; hp 24 and 32; see the MM.

252. Dewy Dryad

Ale (3 cp) and a special drink known as "White Fire" (6 sp, extremely intoxicating, 30% chance of drunken-

ness, cumulative) are served by **3 gnoll barmaids** (short swords) under **Rymlyn's** direction. Bandits, deputies, and thieves (NA 6d6; Ftr, Rog, or War lvl 1d6) keep a wary eye on each other as they sit in separate groups quietly discussing their plans. Rymlyn keeps 28 gp, 28 sp, and 14 cp hidden in a vase along with a **pet scorpion** that attacks anyone other than her.

Rymlyn, female human Ftr3: CR 3; hp 27; AL N; SL 6; Str 11; Dex 14; Con 14, Int 11, Wis 8, Cha 16; Iron Will, Weapon Focus (dagger); *+1 dagger*, gold necklace (66 gp), ankle bracelets (5 gp each). Rymlyn is a dark-haired, green-eyed beauty rumored to be the mistress of Varstegan, the merchant sheriff (see the Street of Maelstroms).

Gnoll barmaid (3): CR 1; hp 11; see the *MM*.

Small Monstrous Scorpion: CR ; hp 6; see the *MM*.

253. Wild-Boar Tavern

Garrick, a grim, one-eyed statue of a man, bellows at his **10 barmaid slaves** (Com1), **4 scullery slaves** (Ftr1), and **2 cooks** (Ftr2; greatswords-beneath counter) to keep the food and drink moving. Anyone deemed "worthy" (Gather Information or Diplomacy [DC 15]) and willing to pay a small fee (2d6 gp) is told the Legend of the Druid Stone, a large meteorite with reported healing powers that is a pilgrimage for many druids. Barbarians, bandits and berserkers (NA 3d6; Bbn or Ftr lvl 1d6) come to feast on pig roast (1 gp) and drink ale (1 sp) and watch the strange spectacle of **Bullfrog Bertha** (female orc, Ftr2) throwing daggers at her **2 belly dancers** (slaves, Exp1; Cha 15; Perform [dance] +4, Perform [sing] +4) that always seem able to swing away from the deadly weapons.

Garrick One-Eye, male human Ftr4: CR 4; hp 34; AL LE; SL 6; Str 14, Dex 13, Con 15, Int 10, Wis 12, Cha 8; dagger.

Bullfrog Bertha, female orc Ftr2: CR 2; hp 16; AL LE; Str 14, Dex 14, Con 13, Int 8, Wis 10, Cha 7; dagger.

254. Cup & Dragon

Morgran, a jovial Halfling with a reputation for outrageous good fortune, tells various tales, such as the story about launching Private Prickly over the wall with a mangonel, to entertain customers. Morgran appears to hire only Halflings and has **4 servants** (Ftr2), a **bard** (Brd2), a **poet** (Brd1), and **4 cooks** (Exp2). Once a week an **exotic dancer** named **Allura** (really **Renenet, Goddess of Good Fortune**, in disguise) performs for an entire evening, unless a fight breaks out at which point she disappears. A 20-course meal (6 gp) is served with drinks (2 sp each) to the thieves, wayfarers, and off-duty guardsmen (NA 10+1d10; Ftr, Rog, or War lvl 1d6) that come in. Morgran stores 78 gp, 127 sp, and 150 cp in a bowl in his private quarters beneath the kitchen.

Lucky Cuss Morgran, male halfling Rog3: CR 3; hp 16; Str 14, Dex 15, Con 12, Int 15, Wis 9, Cha 12; +2 dagger, leather armor, "lucky necklace" (worn beneath armor, discovered in an old crypt, allows a second saving throw roll 2/day).

Allura (Renenet): CR 21; hp 210; use the stat block for the **titan** in the *MM*. Renenet is Medium in this incarnation, so remove her size modifiers to AC and Attacks (i.e. add +2 to each). This is merely a minor avatar of the god Renenet, and not representative of her true power. She assumes this form to toy with mortals and experience their world. If this avatar is somehow destroyed or killed, Renenet herself does not die; she does become angry however, and may seek to punish the perpetrators.

255. Litigation Tricksters Guild

The City State has outlawed "litigation" itself leaving the Guild with the main function of paying off city officials to assure business as usual. The Guild also provides training and tests for those desiring to be Litigation Tricksters (as they are known to the government bureaucracy), and protection from those outside the Guild attempting to practice litigation on a regular basis (who are taken to court and charged with fomenting litigation).

It is risky to solicit services openly, so the Guild uses a network of men whose sole duty is to find people that have just been arrested and charged and arrange for a Litigation Trickster. A network agent usually (80% chance) shows up within a few hours of the person being charged. Although the courts are supposed to be a respectable, highly civilized mechanism, with all disputes settled amiably under the magistrate's beneficent direction, the truth is rather far from the ideal. With few exceptions, Litigation Tricksters are crafty men with a tremendous knowledge of the law, often greater than that of the magistrates. Most Tricksters reached a certain plateau in the Bureaucracy Examinations, after years of trying, before finally deciding to turn their accumulated knowledge to the law. The City State bureaucracy is rigidly stratified based on a large number of examinations that must be taken every year for advancement. Unfortunately, advancement only occurs if there is space in the next highest level, resulting in agents with over 40 years of experience. Rather than teaching younger students for the exams, many failed bureaucrats leave for other jobs.

Despite their officially "illegal" business enterprise, the Litigation Tricksters Guild has a number of extremely bright, motivated barristers that can assist in legal disputes in a wide variety of ways. Some of the most well-known Tricksters are listed below.

Spellbinder Sanghen, male human Wiz5: CR 5; hp 17; AL LG; SL 6; Str 8; Dex 13, Con 11, Int 15, Wis 10, Cha 12; Knowledge (law) +10; Toughness; dagger.

Prolocutor Peshwell, male human Ftr4: CR 4; hp 22; AL N; SL 5; Str 13, Dex 10, Con 9, Int 14, Wis 12, Cha 13; Knowledge (law) +8; Skill Focus (Knowledge); short sword.

Artillero the Articulate, male human Brd3: CR 3; hp 13; AL CE; SL 4; Str 9; Dex 12, Con 11, Int 15, Wis 14, Cha 14; Knowledge (law) +8; dagger.

Iyllera the Improvisatorio, male human Rog6: CR 6; hp 29; AL CE; SL 4; Str 10; Dex 15, Con 12, Int 14, Wis 8, Cha 14; Knowledge (law) +9; Skill Focus (Knowledge); dagger.

Huld the Haranguer, male human Ftr6: CR 6; hp 38; AL CG; SL 6; Str 13, Dex 12, Con 10, Int 16, Wis 12, Cha 11; Knowledge (law) +10; Skill Focus (Knowledge); dagger.

256. Merchant's Guild

The Merchant Magnates meet once a month to determine prices, promotions, and the division of spoils. Each member of the guild pays double their Social Level (SL) in copper to operate any business within the walls of the city. The gathered funds help maintain a sheriff (Varstegan, see the Street of Maelstroms) and deputies to protect its members and enforce their laws. More well-known merchants (SL 6 and above) must register their business profits. Anyone making profits greater than 20% without a monopoly granted by the Overlord is tried for treason in the Merchant Court. Leaders of the guild are chosen by its members and approved by the Overlord. If the guild leaders cannot reach a decision on a particular matter it is turned over to the Overlord or his Grand Vizier.

Eccentric Takvar, male human Ftr2: CR 2; hp 17; AL CG; SL 9; Str 11; Dex 10, Con 12, Int 14, Wis 16, Cha 14; morning star. Takvar is old enough that he is becoming almost senile. Despite this, or because of it, he commands great respect and is easily forgiven his misstatements and bizarre commentaries.

Shambismo Parhed, male human Ftr7: CR 7; hp 55; AL CE; SL 9; Str 12, Dex 10, Con 13, Int 14, Wis 11, Cha 12; *+2 longsword* (encrusted with rubies, 24,000 gp). Shambismo has been secretly using his position to sell and acquire items illegally. He is being investigated by the Black Lotus and is likely to be "replaced" soon.

Emwilet Wart, male human Ftr8: CR 8; hp 93; AL CE; SL 9; Str 13, Dex 13, Con 18, Int 12, Wis 10; Cha 13; dagger. Emwilet is rumored to collect the shrunken heads of those who oppose or threaten him.

Sleepy Suardy, male human Ftr8: CR 8; hp 45; AL LG; SL 9; Str 12, Dex 13, Con 10, Int 14, Wis 8; Cha 12; Iron Will; longsword. Suardy is honest, straightforward, and trustworthy and therefore one of the least respected leaders of the guild. The Overlord finds him useful however, so he is unlikely to lose his position while alive.

257. Tapestry

Hiyat runs one of the largest tapestry businesses in the world, employing **85 workers** (Exp1–2) and maintaining a huge stock of tapestries. Tapestries depicting wood nymphs, sea battles, and religious rites are the most popular and are almost always (90%) in stock. Hiyat charges 2 gp/foot for tapestries from his normal stock, doubling the price for special orders (1d6 days). Sordid Erlan and Wisaty Rakhad (Ftr4; spears) guard Hiyat's private quarters which contain a **lockbox** (568 gp, 753 sp, 213 cp) and a **trunk** (*cloak of elvenkind*, *bag of holding* (Type I), 8 opals [500 gp each]), as well as a book detailing several Altanian legends.

Hiyat Mudib, male human Ftr9: CR 9; hp 72; AL CG; SL 6; Str 16, Dex 11, Con 14, Int 10, Wis 8, Cha 13; Iron Will; *+1 scimitar*.

258. Mercenary Guild

Tregardis, the Guildmaster, has a special permit from the Overlord to maintain a force of 1d3x100 within the walls of the city during their training period. Citizens are permitted to do temporary jobs as long as they maintain their monthly dues (1 cp). The sergeant of each unit is paid an amount equal to the whole units pay, which must then be split with Tregardis. Apprentices earn 3 cp/day, journeymen (lvl 2) 1 sp/day, and guild members (lvl 3+) 1 gp/day. There is a 20% chance/month of major battlefield employment and a 15% chance/week of obtaining bodyguard work. All horsed units receive double pay and trained specialists receive triple pay (when employed). Unemployed guild members are given bunks, stone soup, and sour ale (1 cup/day). Sergeants and units include:

Cavalry Sergeant Marcham (Ftr8; AL LG; *+1 saber*); Unit: "The Death Heads."

Cavalry Sergeant Tor Protgart (Ftr7; AL N; *+1 longsword*); Unit: "The Armoured Juggernauts."

Lt. Cavalry Sergeant Fleet-Footed Stepsin (Ftr5; AL N; masterwork broadsword); Unit: "The Lightning Stroke."

Heavy-Foot Sergeant Mors Vafat (Ftr8; AL N; *+1 longsword*); Unit: "The Hedgehogs."

Pike Sergeant Mainar May (Ftr5; AL LE; pike, dagger); Unit: "The Porcupines."

Medium-Foot Sergeant Balnek of Altania (Ftr4; AL N; greataxe); Unit: "The Leopards."

Siege Sergeant Renzam (Ftr8; AL LE; *+2 longsword*, *crossbow of distance*); Unit: "The Moles."

Archery Sergeant Gaxyen (Ftr5; AL N; masterwork longsword, [5] *+1 arrows*); Unit: "Death Clouds."

Sapper Sergeant Kasnar the Engineer (Ftr6; AL LG; masterwork longsword); Unit: "The Hulks."

Training Sergeant Tawang Kanlow (Ftr8; AL N; *+1 longsword*); Unit: "The Knight Watchmen."

The guild is beyond the legal system so violations of guild rules and outside laws are handled internally unless a citizen is involved. Disloyalty to the guild, refusal to fulfill a contract, or deliberately betraying an employer are punishable by death under guild rules. **Tregardis' War Chest** (Open Lock [DC 38]; 2 sapphires [1000 gp each]; 5 tiger eye gems [500 gp each]; ceremonial gold mace [90 gp]; 2442 gp, 6350 sp, 7521 cp) is stored in his outer office and guarded by **8 mercenaries** (lvl 2+1d4; longswords). Each Sergeant maintains a **War Chest** (Open Lock [DC 35]; 2d6x100 gp; 1d8x100 sp; 6d6x10 cp) in their own office which must be guarded by **8 mercenaries** (lvl 1d6; longswords). The guild accepts all forms of paying work so long as no requests go against the Overlord. Depending on the job and its proposed length, the guild demands payment for up to 1 week in advance. Non-payment of fees draws the ire of the entire guild as well as probable sanction by the Overlord.

Tregardis the Thunderor, male human Ftr10: CR 10; hp 92; AL N; SL 9; Str 17, Dex 11, Con 17, Int 15, Wis 11, Cha 17; Iron Will, Leadership; *+2 longsword*.

259. Barbarian Shop

Brogart, an easily angered giant standing almost 8 ft. tall, and **6 gnome assistants** (Exp1; short swords) make custom leather armor, belts, and leather scabbards with silver studs as well as selling javelins (3 sp), giant leeches (10 gp) and small snakes (1 sp). The eclectic arrangement of wares draws in bandits, mercenaries, and sailors (NA 2d6; Bbn, Ftr, Rog, or War lvl 1d4) for gossip and stories as well as shopping. Brogart keeps a fake treasure map to an ancient citadel hidden in a stuffed crocodile. He claims the citadel contains gems of mammoth size, or so he has heard, and is willing to sell the map for 250 gp.

Brogart Raskat, male human Brb4: CR 4; hp 35; AL CG; SL 5; Str 16, Dex 17, Con 13, Int 10, Wis 8, Cha 14; Iron Will; masterwork greataxe.

Giant Leech: CR 2; hp 11; see the ***Tome of Horrors*** by **Necromancer Games**.

Tiny Viper: CR 1/3; hp 1; see the MM.

260. Money Changer

Ketit charges 10% to change any type of coin, with all changes going through separate clerks; **Copper Clerk Tejil**, **Silver Clerk Parek**, **Gold Clerk Rodabar** (All Ftr2; spears). The clerks stay behind a caged counter with chests holding 2,630 gp, 5,699 sp, and 8,279 cp. Changes to electrum or

platinum cost an additional 10% and require an additional 6d10 minutes as Ketit must get the proper amount from his friend Muelash (See Area 261 below). The establishment is protected by **8 mercenary guards** (lvl 2+1d4; longswords) between the caged counter and the door.

Knafar Ketit, male human Mnk4: CR 4; hp 33; AL LG; SL 7; Str 14, Dex 17, Con 16, Int 9, Wis 15, Cha 12; *+1 ring of protection*. Ketit exudes an aura of calm serenity under all circumstances.

261. Firedrake Mead Hall

Roarbek runs a wild, carousing hall full of laughter, song and noise. When regular performances are complete, customers provide further entertainment by singing. Any customer refusing to sing is bounced, sometimes forcefully. Roarbek wears a **glowing electrum helm** (340 gp) when he comes out to introduce the **Torch Dancers** (10 amazons; Ftr2; daggers) before they do their acrobatic torch dance. Afterward, 4 minstrels (Brd2) produce music for customers to sing by. The hall is usually filled with mercenaries, nomads and guardsmen (NA [6+6d6]x10; any PC or NPC class lvl 1d4). Food is prepared by **2 halfling cooks** (Exp3) and served by **5 slaves** (Com1). Customers can purchase bread and crab (3 cp), hydra toe stew (2 sp), and salmon filets (5 sp) but most enjoy the triple tankards of mead (1 gp; 20% chance of drunkenness, cumulative). **Gilfath** (dwarf Ftr4; greataxe) shows up almost every night with new rumors, legends and songs, all off-key, to entertain other customers.

Whelp Roarbek, male human Ftr5: CR 5; hp 42; AL CG; SL 12; Str 11, Dex 12, Con 14, Int 12, Wis 13, Cha 17; greataxe. Roarbek is a former guardsman that was favored by the Overlord and is well-known and trusted by aristocrats and guardsmen.

262. Money-Lender

Muelash Bahdar has a reputation for being fair and honest, something he maintains with his blade if necessary. Muelash only lends money to men, dwarves, or halflings at a rate of 25 gp x SL for a number of weeks equal to their Charisma with a 10% interest charge. Each repaid loan doubles the amount he is willing to lend up to a maximum of 2,000 gp. Legal action is taken in the event of overdue payments and his contracts are always decided in his favor. The massive building has space for his **10 concubines** (Com1), **20 slaves** (Com1), and **16 mercenary guards** (lvl 1d6; longswords). **Kepal** and **Elstad** (Ftr4; scimitars), two old comrades-at-arms, oversee the mercenary guards and provide a stable source of advice.

The large **vault** is protected by two *symbols of stunning* and hidden behind a large iron cage. It contains 7810 gp, 12715 sp, 6160 cp, 34 amber gems (10 gp), 46 aquamarines (50 gp), 6 bloodstones (100 gp), and 2 opals (500 gp).

Muelash Bahdar, male human Ftr8: CR 8; hp 48; AL CG; SL 9; Str 11, Dex 13, Con 10, Int 14, Wis 15, Cha 12; *+1 scimitar*, *+1 bracers of armor*.

263. Grub & Grunt

Harsh and sweaty **Mitjar**, bellows at his quaking **5 serving maids** (Com1; pays them double), **6 wenches** (Com1), **2 cooks** (Exp2), and **4 Scullery Workers** (Com1) to get toad bellies (1cp), wolf tongue sausage (1 cp), boar snouts (2 cp), pecan pie (2 cp), herbal tea (1 cp), and ale (4 cp) served to the guardsmen, merchants, and traders (NA 1d4x10; Exp, Ftr, and War lvl 1d4). Mitjar keeps 144 gp, 64 sp, 456 cp hidden in a stuffed skunk (Search DC 30), and holds a **cashbox** (3 gp, 12 sp, 53 cp) behind the bar.

Mitjar Big-Bones, male human Ftr5: CR 5; hp 42; AL CG; SL 7; Str 14, Dex 10; Con 15; Int 13, Wis 11, Cha 16; masterwork longsword.

264. Tax Collector

Guikarn collects the Overlord's taxes on slave transactions in the Plaza. He moves between the dozen platforms that ring the tiled area, paying close attention to the asking prices as bids are shouted out from the crowd. Typically only one block is open for active bidding at a time, although the slavers are always ready to exhibit their wares to interested parties prior to a sale. The tax is assessed at 10% of the final sale price and is collected on the spot. Buyers who default on the sale are still obliged to pay taxes on their last offered bid. Guikarn and his underlings are always on the lookout for secret collaborations between slavers and buyers conspiring to avoid the tax; many of them are familiar with lip-reading and regional cants. Refer to Chapter 2 for slave prices and generation tables.

Gnarling Guikarn, male human Exp2/Ftr2: CR 4; hp 20; AL N; SL 7; Str 15, Dex 11, Con 10, Int 12, Wis 15, Cha 10; Gather Information +5, Knowledge: Slave Traders +6, Listen +7, Sense Motive +10; Skill Focus: Sense Motive; scimitar.

Tax Collector's Henchmen: male human Rog2: CR 2; hp 9; AL NE; SL 3; Str 11, Dex 14, Con 10, Int 10, Wis 12, Cha 9; Hide +6, Listen +8, Sense Motive +6, Spot +9, Speak Language: Underworld Cant; Alertness, Skill Focus (Spot); dagger.

265. Bazaar

Hodatli of Altania offers his exotic goods in a tiny shop where Festival Street enters the Plaza. His extensive travels ensure a wide variety of musical influences and exotic trappings for the performing artist. A golden key (worth 20 gp)

hangs on a chain around his neck and grants him access to the Minstrel's Guild headquarters behind his shop. **Aldova** (Ftr4; dagger, cudgel) stands at the entrance to collect the fees and ensure security in both buildings. Instruments, including masterwork versions are available at the prices listed in the *PHB*; bangles, beads, finger cymbals, tiny brass gongs and other performance pieces are available for 2d6 sp each. Repairs and tuning of instruments are provided by **5 master craftsmen** (Exp3) who are seated around the walls of the shop. Hodatli's **cashbox** holds 85 gp. Admission to the Guildhall costs 3 cp.

Hodatli of Altania, male human Brd5: CR 5; hp 21; AL LE; SL 6; Str 9, Dex 14, Con 10, Int 13, Wis 10, Cha 16; Appraise +6, Perform (dance) +5, Perform (stringed instrument) +5, Perform (sing) +10; Dodge, Skill Focus (Perform [sing]); rapier.

266. Minstrels

The Minstrel's Guild accepts membership petitions only from performers of exceptional skill. The Guildhall may be occupied at any time by 10d4 performers. Half of these are musicians (Brd1d4); the other half may be randomly generated from the table in the side box.

Member's weekly dues are 1 sp x SL, for which they receive the protection and collection services of the Guild's thugs, free lodging and potato soup. The entertainers spend their off hours at the Guild hall sharing information on the most generous patrons and gambling with their earnings. The Guild is managed by **Amlith**, a comical man whose glibness and wit mask his dark nature. **Slesbert** and **Budbredi** provide security for the Hall and help novice members collect fees for their services. The guild's **strongbox** generally holds 200 gp in recent dues.

Amlith the Riotous, male human Brd6: CR 6; hp 24; AL NE; SL 6; Str 11, Dex 15, Con 12, Int 10, Wis 13, Cha 16; Diplomacy +8, Sense Motive +7; Alertness, Weapon Finesse (Dagger); dagger.

Available Performers

Roll a d20 to determine which other performers might be available.

1d20 roll	Result
1-9	Acrobat/Tumbler (Rog1-4)
10-11	Ventriloquist (Brd1-4)
12	Imitator (Brd1-4)
13-15	Presager (Adp1-4)
16-17	Orator (Brd 1-4)
18	Photographic Memory (Brd1-4)
19-20	Exeptional Performer (roll again and double class level)

Slesbert the Intoner, male human Ftr5: CR 5; hp 44; AL N; SL 5; Str 16, Dex 8, Con 15, Int 8, Wis 10, Cha 10; Power Attack, Cleave; greatclub.

Budbredi, male human Ftr6: CR 6; hp 36; AL N; SL 5; Str 12, Dex 16, Con 12, Int 11, Wis 10, Cha 8; Alertness, Improved Initiative; short sword.

267. Brass Bazaar

This shop front always glitters with sunlight reflecting from dozens of bronze, copper and tin kettles, basins and tubs that hang from the awning. Inside, customers may also find gold and silver chains, curios and filigree work, rare mirrors and other exotic metalwork (total value 9,800 gp). The owner of this metal craft import business is **Zog**, a slight man of obviously foreign descent. His rumored mental abilities have earned him the nickname "the Mutant" and ensures that neighborhood children never linger outside his shop. He and his assistant **Dorienna** (Ftr2; daggers) run the business with the help of 7 domestic slaves (Com1). Zog keeps his liquid personal wealth (210 gp) hidden beneath the ash of an incense burner (Search DC 20). Metal vessels sell for 2d6 sp, other items and jewelry range from a few gp to several hundred.

Zog the Mutant, male human Wiz4: CR 4; hp 18; AL CG; SL 7; Str 10, Dex 14, Con 13, Int 16, Wis 12, Cha 8; *wand of fireball* (caster level 5; 15 charges)

268. Winery

Cetmoit is a florid-faced man of notable girth who is never without a cup of his own imported stock. A priest of **Aegar**; he supplies unholy water and wine to various cults and religious sects in the city and sometimes offers potions and poisons to adventurers. Wines are available at the price listed in the *PHB*. Potions and ingested poisons are available only through prolonged barter, usually with extensive use of the Innuendo skill to placate Cetmoit's drunken paranoia. He keeps a **strongbox** for his cash reserves (180 gp).

Cetmoit, male human Clr5: CR 5; hp 25; AL LE; SL 5; Str 10, Dex 9, Con 11, Int 12, Wis 15, Cha 8; Craft (brewing and distilling) +8; Brew Potion; mace.

269. Lust Shop

Notorious for his poor personal hygiene, **Veli** is always full of questions for visitors to his shop as well as passers-by, mostly regarding their innermost desires and cravings. He offers the means to sate their lust for fees of 2d6x100 gp. Clients are actually drugged, hypnotized, and instilled with a post-hypnotic suggestion detailing the fulfillment of their wishes. Veli's business is sporadic, but the fees are such that he always has 350 gp hidden (Search DC 18) in a stone idol of **Bragi**.

Veli the Rank, male human Ftr3: CR 3; hp 24; AL N; SL 6; Str 13, Dex 14, Con 12, Int 14, Wis 16, Cha 8; Profession (hypnotist) +6; *+1 longsword*.

270. Accountant

This small, cluttered shop is the workplace of Arb, known locally as **Vinegarface Arb**. His glorious past as a mercenary general is all but forgotten in the shame of his defeat due to traitorous betrayal by his lieutenant, and he has found no joy in his second profession. His shop provides bookkeeping, transcription and chronicling services (4 sp per day) as well as research and analysis of written material (2 gp per day). Arb employs **7 scribes** (male human Exp1, AL N; Int 12; hp 3; Decipher Script +5, Forgery +5, Profession [scribe] +4), but he handles unique or dangerous commissions himself. His **10 house slaves** (Exp1) run errands in the city and help manage the archives. His treasure (1450 gp, 641 sp, 1042 cp) is hidden in a **trapped strongbox** under a pile of scrolls, books and tablets.

Poison Needle Trap: CR 3; mechanical; location trigger; manual reset; Atk +8 ranged (1 plus giant wasp poison); Search DC 22; Disable Device DC 22.

Vinegarface Arb, male human Ftr8: CR 8; hp 72; AL LE; SL 7; Str 16, Dex 14, Con 15, Int 10, Wis 11, Cha 8; Profession (accountant) +5; Skill Focus (Profession [accountant]); battle axe.

271. Bureaucrat

This building houses the Overlord's Registry of Vessels and Hide-Takers, where are all hunters and small watercraft must be registered (1d4 gp for hunters, 4d4 gp for boats. **Orak** is the man who interviews the applicants and inspects the boats, frequently finding 1d6x10 gp worth of "repairs" necessary before the permit may be issued. These repairs are referred to a shipbuilder in Water Rat Road who has a profit-sharing arrangement with Orak. **Ratgara** issues the permit, collects the fee and reports to the Overlord's minions on the capabilities and power of those who travel the Estuary of Roglaroon or hunt the nearby forests and fens. **Draxrix** is on standby should any individual balk at the fees assessed. A group of **4 house slaves** (Exp2) provides for the staff's needs. A **banded chest** holds the office's treasure (785 gp).

Orak the Ravager, male human Rog8: CR 8; hp 37; AL CE; SL 5; Str 10, Dex 17, Con 11, Int 14, Wis 16, Cha 14; Bluff +16, Intimidate +13, Iron Will, Skill Focus (Bluff); +1 longsword.

Ratgara the Registrar, male human Ftr3: CR 3; hp 26; AL CE; SL 4; Str 14, Dex 12, Con 13, Int 9, Wis 12, Cha 10; Sense Motive +4; dagger.

Officer Draxrix, male troll: CR 5; hp 63; AL CE; Int 10; see the MM.

272. Loan Shark

A robust, jocular, fat man of keen insight, **Sabrakarn** loans any creature an amount equal to 10 gp multiplied by Hit Dice multiplied by Social Level. Rates are commonly 10%, compounded monthly, with a minimum monthly payment of 5% of the balance, although a loan of up to double the usual amount is available with a 20% interest rate and repayment required within 10 weeks. Contracts are signed in the debtor's blood, releasing their worldly wealth to him in the event of death before repayment. He calmly informs the borrower about his magical amulet and its powerful thrall, the demon-prince **Crual**, who ensures that defaulters disappear without a trace. A company of **14 mercenaries** (Ftr1) guards Sabrakan's headquarters, and the **mercenary captain** (Ftr3) is nearly always at hand during business transactions. His treasure pit is protected by a **dagger trap** and **3 pet hodags** (see the Monster Appendix).

Dagger Trap: CR 1; mechanical; location trigger; manual reset; Atk +12 ranged (1d4, dagger); Search DC 20; Disable Device DC 20. *Note:* 50–*ft.* max range, target determined randomly from those in its path.

Treasure: 610 pp, 10,780 gp, 5,260 sp, 23,450 cp, emerald worth 50,000 gp, sapphires worth 1,000 gp (x3), zircons worth 50 gp (x14)

Sabrakarn, male human Ftr6: CR 6; hp 35; AL N; SL 8; Str 14, Dex 10, Con 12, Int 15, Wis 17, Cha 12; Sense Motive +9; Iron Will; dagger.

Hodag (3): CR 4; SZ L Magical Beast; HD 4d10+8; hp 30; Init +1 (Dex); Spd 30 ft.; AC 18 (–1 size, +1 Dex, +8 natural), touch 10, flat-footed 17; BAB/Grap +4/+13; Atk +8 melee (1d6+5, claw); Full Atk +8 melee (1d6+5, claw), +3 melee (1d8+2, bite) or +10 melee (1d8+5 plus spines, charge); Face/Reach 10 ft./5 ft.; SA poison, charge; SQ scent 60 ft., darkvision 60 ft., light sensitivity; AL NE; SV Fort +8, Ref +5, Will +1; Str 20, Dex 12, Con 14, Int 2, Wis 11, Cha 7.

Skills: *Hide +2, Move Silently +7, Listen +5, Spot +5, *Survival +4 (+6 if tracking by scent); *Feats:* Endurance, Great Fortitude.

273. Fairbeard's Bakery

Bilko Fairbeard is a halfling given to fits of generosity and laughter, and his penchant for dicing is notorious: he regularly offers double-or-nothing for his loaves of brown bread (1 cp). Also available are unleavened travel bread (1 sp per day), honey cakes (5 cp each) and flaky fruit pastries (1 sp each). His two halfling **cooks** (Exp1),

Roverbard and **Bagstoney** assist with the baking. Beneath the counter are Bilko's light mace and **cashbox**, which contains his operating cash (10 gp, 62 sp, 112 cp).

Bilko Fairbeard, male halfling Exp2/War1: CR 3; hp 17; AL CG; SL 5; Str 12, Dex 15, Con 10, Int 12, Wis 8, Cha 13; Bluff +6, Profession (baker) +4, Sense Motive +3; light mace.

274. Debtor's Prison

The city's debtors are usually assigned a term here to pay off their taxes, rents or personal liabilities by working in deplorable conditions to manufacture simple goods, such as baskets or grain sacks. The overseer, **Lord Rygar** has taken advantage of his appointment to use the prison to engage the services of various undesirables and to eliminate those who would threaten or oppose him or his associates. The ground level of the prison is reserved for those with resources or influence in the City State, and they live in relative luxury while Rygar barters for their services with the promise of exoneration. The main underground level is the actual debtor's prison, where men, women and children labor at menial tasks to clear their debts and return to free society. Three additional underground levels serve Rygar's own twisted purposes, as well those of the Overlord: the first serves as Rygar's personal torture chamber and lodges his potential draftees; the second holds the city's mentally ill; and the final, lowest level holds lepers and diseased criminals. **Tanar the Conjurer**, a manipulative wizard from far-off lands, assists Rygar in administration. Powerful, abusive **orc mercenaries** (male orc Ftr1) under the command of **human mercenary captains** (Ftr3) guard the prison complex. In all, 1438 prisoners are guarded, of which 560 are ill and 300 (no one knows how many for certain) are estimated still alive in the diseased level.

Rygar stores some of his personal wealth in his private quarters, hiding it in a leather pouch beneath his pillow (Search [DC 18]; 2 pp 460 gp, 350 sp, 120 cp). Presently, Rygar's most valued "guest" is **Gnarlag** (Ftr4). He hopes to compel the fighter to serve in an especially dark endeavor: the capture of a young noble's wife. Rygar has no intention of forgiving the debt or even allowing the man to survive the caper, but Gnarlag is prepared to do anything to regain his freedom. He has been wined and dined on the upper level for 6 months.

Notable guests now relegated to the insanity ward include **Grandon the Corsair** (Ftr2/Rog4) who is known to the guards as "the Mad King." Grandon is a pirate chief driven insane by the tortures designed to elicit the location of *Delfina*, his ship, which was scuttled in shallow water with a treasure totaling 20,000 gp. While he never broke under torture, his mind finally snapped and he is now completely mad. At one time, Rygar hoped to use **Tragg** (Bbn2), a caveman from a distant stone-age community, as muscle in several endeavors. After tiring of his simplicity and inability to be trained, Rygar had him locked in the insanity ward over a year ago.

Lord Rygar, male human Ftr10: CR 10; hp 79; AL CE; SL 9; Str 17, Dex 15, Con 14, Int 12, Wis 12, Cha 14; Leadership; *+1 longsword*, *+2 platemail*, *+2 shield*, *ring of invisibility*, *amulet of ESP** (consult the Magic Items Appendix)

Tanar the Conjurer, male human Sor3: CR 3; hp 11; AL N; SL 6; Str 8, Dex 12, Con 13, Int 11, Wis 9, Cha 16; Concentration +6, Spellcraft +4; Spell Focus: Conjuration; staff, *+1 cloak of protection*.

Orc Mercenary, male orc Ftr1 (many): CR 1; hp 12; AL CE; Str 15, Dex 10, Con 13, Int 8, Wis 10, Cha 9; studded leather, greataxe.

275. Wanderer's Inn

The Wanderer's Inn is a typical city inn, focused on providing visiting merchants and laborers with entertainment as well as shelter. The proprietor is **Brooding Heylon**, so known since the abduction of his daughter Yianiena by a troll near the **Redoubt of the Dead**. Dour-faced Heylon is given to long spells of despair, during which operations are overseen by 5 halfings: **2 chambermen** (Exp1), **2 serving maids** (Exp1) and **1 cook** (Exp1). House specialties: roast duck (care of **Elvamor the Archer**, see **Marble Hall**), 5 sp; goat's milk, 1 cp; house ale, 4 cp. Lodging: 1 gp per night, 5 gp per week. The inn's cash reserves (125 gp, 410 sp, 534 cp) are kept in a **strongbox**.

Brooding Heylon, male human Ftr3: CR 3; hp 22; AL LG; SL 6; Str 14, Dex 12, Con 10, Int 9, Wis 11, Cha 10; Handle Animal +2, Profession (innkeeper) +2; Improved Unarmed Strike; dagger.

276. Marble Hall

Elvamor is a retired adventurer and master archer, and is well known as such in the area. He has taken up sculpture, but while his wares consist of mundane sculptures of woodland creatures (3d4 gp each), his personal collection contains several creature "sculptures" he looted from the lair of a medusa during his adventuring days. The nature of these statues is up to the Judge. Elvamor has a standing challenge, offering 50 gp to any archer who can out-shoot him in three arrows. He wishes he could help his friend **Heylon** (see **Wanderer's**

Inn), but he dares not pursue the troll into the Redoubt of the Dead alone. He keeps his personal treasure (120 gp, 55 sp, 218 cp) in a leather case with his magical bow.

Elvamor the Archer, male elf Rgr4: CR 4; hp 32; AL CG; SL 6; Str 14, Dex 17, Con 12, Int 9, Wis 11, Cha 10; Craft (sculpture) +5, Survival +7; Point Blank Shot, Precise Shot; *+1 masterwork composite (Str 14) longbow.*

277. Bloody Foam Saloon

The Bloody Foam Saloon could be described as seedy at best and downright dangerous at worst. The proprietor, a slovenly man named **Hangharid** is concerned only with profit, which he wrests from his clientele of militiamen, traders and sailors with watered-down drinks and fixed card games. His **4 minstrels** (Brd2) do their best to avoid the inevitable brawls while keeping the music flowing. The **2 barmaids** (female human Ftr2; hp 21, 23; AL LE; Str 14, Con 16; Toughness, Two-Weapon Fighting, Weapon Focus [unarmed]) are lovely, but notoriously foul-mouthed, ill mannered and hard fisted when it comes to a brawl. A stout bruiser named **Bengurd** (Ftr1; tankard) mans the bar; his nickname of "Cockroach" is derived from his special gifts in the tankards of poor tippers. Mead is 2 cp. The house's cash reserves (19 gp, 7 sp, 67 cp) are stored in a **strongbox**.

Hangharid Golden-Hand, male human Ftr3: CR 3; hp 25; AL N; SL 6; Str 12, Dex 9, Con 13, Int 10, Wis 13, Cha 11; Profession (publican) +4; Improved Unarmed Combat, Weapon Focus (unarmed); club.

278. Sword-Maker

Sten Seitergud is well respected in the city for his weaponsmithing competence. He feels the sword is the pinnacle of a smith's craft and prefers it to all other weapons. His scabbards and sheaths surpass most in quality as well. He charges fair prices and delivers quality products, but he is loath to accept a rush job—his work is delivered on the day promised, never before, and never after. A team of **4 dwarven craftsmen** (Exp2) keeps the anvils ringing all day. Prices as per the *PHB*; masterwork weapons only add 260 gp; scabbards priced as follows: leather 1gp, steel 3gp, silver 5gp, gold 50 gp; working time: custom swords 4d12 days, custom scabbards 2d6 days. Sten keeps his fortune (75 gp, 73 sp, 66 cp) in a solidly built **vault** beneath the bellows of the forge.

Sten Seitergud, male dwarf Exp3/Ftr3: CR 5; hp 44; AL LG; SL 6; Str 15, Dex 12, Con 16, Int 10, Wis 8, Cha 8; Craft (weaponsmith) +12, Craft (leatherwork) +12; Endurance, Skill Focus (weaponsmith, leatherwork); hammer.

279. Mindwarp Alehouse

Owner-operator **Kelvator Bur** is fond of telling wild tales, but only one of them has any merit: it is rumored that a *wish* may be bought with the sacrifice of a valued item in the **Wishing Founts of Paragon Caverns**, deep beneath the distant **Nimbus Tor**. Bur insists that his storytelling keeps the benches full, but the real attraction here is **Dellira Lovelocks** (Brd2; Cha 16; Perform [dance] +11), a stunning belly dancer with a true mastery of her art. The rest of the staff consists of **1 cook** (Exp1), **2 serving maids** (Exp1) and **1 scullery servant** (Com1). The potency of Bur's ales makes "the Mindwarp", popular with dwarves; other regulars include gnolls and human bandits taking time off from stalking the tradeways. Light Ale, 1 cp; Dragon's Breath Ale, 1 gp. Bur keeps only a portion (5 gp, 35 sp, 38 cp) of the tavern's take in the **cashbox** below the counter; the income from the card scams (60 gp, 210 sp) is hidden behind a **secret panel** (Search DC 25; Hardness 5; hp 15; Break DC 18).

Kelvator Bur, male human Ftr3: CR 3; hp 28; AL N; SL 5; Str 14, Dex 11, Con 15, Int 10, Wis 13, Cha 11; Profession (publican) +4; Improved Unarmed Strike, Weapon Focus (unarmed); club.

280. Temple of the Gargoyle

The massive Temple of the Gargoyle squats imposingly on the corner of Temple Street and Old South Road, leering at worshippers and passers-by. Inside its dark gates, broad steps lead up to the towering statue of **Arghrasmak, God of Gargoyles**. In actuality, this is the long-dozing living god himself. **High Priest Laghar** oversees daily operations of the Temple during his deity's lengthy slumber and advises the lesser **priests** (NA 5; Clr5) under his tutelage. They in turn lead the **20 adepts** (Clr2) and **38 acolytes** (Clr1) who aspire to better serve their stony master.

Arghrasmak himself sits inert on his stone nest at the top of the steps, appearing to all as a stone idol. The ritualistic (and incredibly painful) sacrifice of three living, sentient beings on the steps of the temple is enough to rouse the god from his rest. When he rises from the nest and reveals his treasure vault below, the priests dutifully deposit the tithes of the faithful; the vault is rumored to contain many thousands of gold coins. Arghrasmak is in direct control of the gargoyle "statues" that decorate the perimeter of his sanctuary; these are periodically dispatched into the city with the priests to quell noisome opposition to their worship or to show infidels the error of their ways. During the god's slumber, an especially deep snore can empty the mind of a nearby being and result in a short case of amnesia (see above).

High Priest Laghar, male human Clr11: CR 11; hp 75; AL LE; SL 10; Str 13, Dex 8, Con 14, Int 10, Wis 17, Cha 12; Leadership; +2 flail, full plate.

Gargoyles (7): CR 4; hp 38; see the MM.

Treasure: The pit contains over 125,000 gp in gems, coins, and items to be determined by the Judge.

281. Guest Manor

Ribbentrop, a high-ranking Thane of the Overlord is charged with playing host to notable heads of state, visiting nobles and foreign diplomats. In this expansive townhouse, he caters to the every whim of his guests, arranges escorted tours of the city and countryside and sees to it that nothing is denied the Overlord's favored. At any given time, **1d4 visiting nobles** (Ari3) occupy the guestrooms. The manor is staffed by **12 house slaves** (Exp2) and **4 pleasure slaves** (Exp1), and guarded by **10 bachelor squires** (Ari1/Ftr2). Ribbentrop's pale faced and vicious **guard dogs** keep the staff in line.

Plump Ribbentrop, male human Ari5/Ftr4: CR 9; hp 48; AL LE; SL 7; Str 15, Dex 12, Con 11, Int 12, Wis 15, Cha 11; Diplomacy +12, Knowledge (local history) +9; Skill Focus (diplomacy); longsword.

Guard Dog (6): CR 1; hp 13; see the **wolf** in the MM.

282. Guard's (EL 6)

This building is convenient to the Overlord's guest manor and **Silverlight Palace**. It is the domicile of **Hathor**, Captain of the Royal Guard. Hathor's shining pate has earned him the nickname "Hathor the Bald", but his reputation as a master of swordsmanship ensures that it is rarely used. He commands a company known as the Six Score Swords, **120 fighters** (War4) who are known as the most vicious in the realm. They are notorious for disarming or sundering their opponent's weapons so they might prolong a grisly death by bleeding while on the defensive. These elite veterans are second only to the Overlord's knights in battle prowess—a point of contention between both factions.

Hathor the Bald, male human Ftr6: CR 6; hp 60; AL N; SL 8; Str 17, Dex 15, Con 16, Int 10, Wis 12, Cha14; Exotic Weapon Proficiency (bastard sword), Cleave, Power Attack, Improved Sunder, Weapon Focus (bastard sword), Weapon Specialization (bastard sword); *+2 bastard sword.*

283. Jeweler

Young **Dukas Prem** took advantage of his noble birthright to finance his training in the arts of gem cutting, and his family fortune stand him in good stead as collateral in his purchase of the finest stones and settings. His shop caters to the elite of the city and is known far and wide for its quality. He cuts no costs on security measures, either; **20 dwarven mercenaries** (War2) protect his wares night and day. His **vault** (Open Lock [DC 40]) is the best money can buy, and holds 15,870 gp worth of worked and unworked stones.

Dukas Prem, male human Ari6: CR 6; hp 21; AL N; SL 7; Str 15, Dex 10, Con 12, Int 14, Wis 10, Cha 16; Appraise +10, Craft (gemcutting) +8; Skill Focus (gemcutting); dagger.

284. Bazaar

This pentagonal shop is situated right across from the entrances to the Silverlight Palace. The proprietor, **Apthon the Gaudy** fills it with the most exotic baubles, foreign delicacies, and ostentatious jewelry the realms can offer. Among the imports are jade-handled knives, jeweled cushions, ivory chests, marble sculptures and gem-studded bracelets, as well as imported foods such as caviar and clothing of brilliant colors trimmed in gold thread. His **strongbox** holds 350 gp. Despite the proximity of the Place guards, Apthon takes no chances with security; his disarmingly coy harem girls are actually **10 Amazon mercenaries** (War2), led by a beautiful woman named **Shazere** with *boots of striding and springing*. Apthon himself wears a *ring of X-ray vision* to further defend his interests.

Apthon the Gaudy, male human Exp3/Ftr2: CR 5; hp 22; SL 4; AL CG; SL 6; Str 9, Dex 16, Con 12, Int 15, Wis 10, Cha 11; Point Blank Shot, Rapid Shot, Weapon Finesse (dagger); throwing daggers, *ring of X-ray vision*.

Shazere, female human Ftr4: CR 4; hp 36; AL CG; Str 14, Dex 17, Con 13, Int 13, Wis 9, Cha 13; Combat Expertise, Dodge, Mobility, Spring Attack; glaive, longsword, *boots of striding and springing*.

285. Silverlight Palace

Grand, opulent hallways and rooms greet visitors so fortunate as to be allowed entry to the **Silverlight Palace**. Thick marble veneers cover thicker granite walls, cloaking the sturdy, fortress-like building in disarming beauty. Whether or not the rumors of magically shifting and changing rooms are true, the intricate passages and massive rooms make visitors feel lost soon after they enter. Obviously, the Palace and grounds are heavily guarded and patrolled. In addition to the Overlord's bodyguard and the Regulators, the Knights of the Inner Circle maintain **4 guards** (Ftr5; halberd and longsword, half-plate) in each hallway and "public" room, while the Royal Guard stations **2 guards** (Ftr3; spear and longsword; splint mail) at each door and **4 guards** at each entrance. Officials are guarded by **2 Bachelor Squires** (Ari1/Ftr2) and nobles are guarded by **1 Body Squire** (Ari1).

Constables, in all their pompous finery, are charged with patrolling the garden and pool area (NA 12; Ftr lvl 1d4) while an honor guard of **4 Marines** (Ftr4; longswords) guards each gate. The stables are maintained by **10 slaves**, **2 smiths**, **2 Captains** (Ftr5), and 2 squads of **10 Medium Cavalry** (Ftr4) and the Zoo is guarded by **30 garrison troops** (War2; spear) and patrolled by **Sheriff's Deputies** (NA 6; War1; morningstar).

The **harem girls** (33, Com 1) are guarded in a safely separated portion of the palace by **18 Amazon warriors** (Ftr3; spear) and **5 eunuchs** (Ftr5; scimitar). The vault, whose location is known only to a trusted few, is rumored to be guarded by a collection of **iron golems** and deadly magical traps. Also found within various rooms and offices in the palace are 10 musicians, 2 bards, 20 grooms, 15 footmen, 2 falconers, 3 painters, 17 noble couriers, 17 pages, 4 huntsmen, 5 cooks, 10 clerks, 40 hand slaves, 2 carpenters, 26 retainers, 3 jesters, 6 acrobats, 15 garden slaves, and 20 house slaves all of varying backgrounds and degrees of skill.

Seeking an audience with the Overlord himself is an arduous task for the unknown or uninitiated. First the supplicant must be interviewed and approved by 9 nobles (listed below) working for the Overlord (which generally includes "fees" of 1d6x10 gp each). Once approved, one must wait 3d6 days for the proper day and another 1d6 hours in the waiting alcove. After all this, there is a 40% chance the Overlord is "indisposed" and the process needs to begin again. Obviously, those bearing more important information about enemies, traitors, and the like are seen more quickly. Individuals that lie about possessing such knowledge in order to gain an audience are often jailed and forgotten if they are not executed for treason themselves.

The other alternative is to send a written message to the Overlord via **Scribe Ulfbart** (below; cost of 3d6 x 10 gp) with a written answer received within 2d3 weeks. The reply usually asks for more information. In essence, only the highest-ranking nobility and merchants with high social standing have access to the Overlord.

The throne room is heavily guarded by the Overlord's personal bodyguard which includes **Aichillitl** (See the NPC Appendix), **a beholder,** a **balor**, **2 dwarves** (Ftr16), and **3 hellhounds** as well as an **iron golem** that is always present. While visitors are allowed to wear armor within the palace, nothing more than a ceremonial short sword or dagger is allowed within the throne room. The Overlord has 3 simulacrums of himself that he uses to avoid meetings; there is a 30% chance that any meeting with the Overlord is actually a meeting with one of his doubles.

An emergency force of high level clerics, druids, fighters, sorcerers, and wizards is always on standby and ready to help defend against any attack against the palace or city.

The following nobles oversee the day to day activities of the palace and control who can, or can not, have an audience with the Overlord. Although completely loyal to the Overlord, well-placed bribes can often sway their opinions on minor items.

Chamberlain Coedawl, male human Wiz7: CR 7; LE; SL 16; *+2 dagger*.

Major-Domo Gwual, male human Ftr10: CR 10; AL N; SL 13; *+3 mace*.

Head Scribe Ulfbart, male human Clr8: CR 8; AL LE; SL 12; staff.

Viceroy Rathsvith, male human Ftr9: CR 9; AL CG; SL 14; *+3 longsword*.

Steward Morgadan, male human Wiz4: CR 4: AL CE; SL 12.

Minister Vergiltarn, male human Ftr6: CR 6; AL N; SL 16; *+1 flaming longsword*.

Commander Pryderin, male human Ftr6: CR 6; AL LG; SL 14; *+1 longsword*.

Treasurer Gilfathevy, male human Wiz8: CR 8; AL LE; SL 12.

House Carl Rhycafl, male human Ftr5: CR 5; AL N; SL 8; battle axe.

These individuals, and, in fact, the entire palace, is so heavily guarded that any attacks against it are unexpected. If such an attack is to take place, the Judge must prepare the proper NPCs for battle.

286. Sage's Guild

Home and business to the most learned men of the City State, the sages residing here are cared for by **20 young female slaves** (Exp2) as well as additional personal servants that assist in research and acquiring new texts. Often willing to pay a premium price for rare books, the guild's joint treasury contains 1,450 pp, 312 ep, 25,500 gp, and 15,000 sp used expressly for this purpose. These same vaults contain the most valuable texts and are guarded by **2 invisible stalkers**, a *curse* inflicting 2d6 points of permanent Charisma damage to any entrant with thievery in mind (Will save [DC 35] to avoid), and a **warding sphere**. Virtually any rumor or legend can be heard here, but each costs 2d4x10 gp and is usually aimed at driving the customer to ask further, more expensive questions.

The sages themselves are an eclectic, and often eccentric, collection of individuals with backgrounds and knowledge spanning a wide variety of subjects and locales. Young **Polanar the Profound** focuses most of his study on animals and plants, and has a particular interest,

though unrelated, in young women and often reduces his fees in exchange for certain, unnamed, "favors." Once a student of the mysterious, and mostly unknown, Wizards of Qey, **Learned Varixion's** knowledge of the planes, and of the cryptic arcana and supernatural events often associated with them, is virtually unmatched. **Gigex the Erudite,** once a student at the School of Ancients, is a scholarly expert on the history and politics of the City State, as well as having a side interest in various types of animals. Combining both experience and study, **Omniscient Zenotabis'** hails from Mermist Swamp and is an expert on the various animals and plants in the area. Aged **Dulgartega Emeritus** spent 69 years traveling with the circus and has gathered more geographical knowledge and experience of the world than any other single individual in the City State. Bewhiskered, jolly **Kuromar the Light** has a winning sense of humor and a detailed knowledge of plants, animals, medicine, and the local traditions of the City State. Methodical enough that some claim he works slowly, **Cleaver Cleandor** has little patience and is sometimes difficult to deal with. The breadth of Cleandor's knowledge of mineralogy and geology is unmatched, drawing him business despite his quick temper. A sociologist with an interest in the arts, **Shrewd Macrinos** uses his knowledge of the City State, and of the animals living in the area surrounding it, to support a growing gambling habit. Towering **Angordis the Venerable** specializes in the supernatural, as well as discussions of ethics and folklore. The bulging eyes of **Ghastly Vomazon IV** make some clients uncomfortable, but his knowledge of chemistry, astronomy, and physical mineralogy draw in large sums of money. So old, and overweight, that he cannot move without the assistance of several large servants, **Edrocan the Aged** has a sharp mind for questions dealing with the distant past as well as various plants and healing herbs. All of these distinguished scholars charge set fees to answer questions (see side box).

Note: See the **Player's Guide to the Wilderlands** for more information on the Sage class and on hiring sages, some of which is summarized in the accompanying side box.

Warding Sphere: The warding sphere creates a permanent *antipathy* field aimed against anyone with thievery on their mind (Will save [DC 30]; consult the *antipathy* spell in the *PHB* for effects).

Polonar the Profound, male human Sage 3: CR 2; hp 6; AL LG; SL 6; Str 10, Dex 11, Con 9, Int 16, Wis 16, Cha 10; Knowledge (fauna) +13, Knowledge (flora) +9; Skill Focus (Knowledge [fauna]); Majors: Knowledge (fauna); Minors: Knowledge (fauna: *animals* [+14]), Knowledge (flora: *medicinal properties of plants* [+10]); Familiar Regions: City State, Elphand Lands; dagger.

Learned Varixion, male human Sage 6: CR 5; hp 10; AL LG; SL 6; Str 7, Dex 11, Con 9, Int 14, Wis 11, Cha 10; Knowledge (arcana) +12, Knowledge (the planes) +15; Skill Focus (Knowledge [the planes]); Majors: Knowledge (arcana), Knowledge (the planes); Minors: Knowledge (the planes: *souls* [+16]), Knowledge (the planes: *celestial realms* [+16]), Knowledge (arcana: *cryptic phrases* [+13]); Familiar Regions: City State; staff.

Gigex the Erudite, male human Sage 7: CR 6; hp 19; AL LE; SL 6; Str 9, Dex 10, Con 11, Int 17, Wis 15, Cha

Hiring a Sage

Answer Question Without Study: A sage will generally charge his level plus any bonuses for the question being in his major or minor equal to those plusses in gp x the DC of the Knowledge check to simply answer a question, which will take 1d4 hours. Famous or important sages or sages that will supplement their sage skills with magic items will charge considerably more— up to twice or three times as much as listed above.

Answer Question With Study: Generally, a sage will simply add the bonus from study into the above equation. Sages will also generally add to this a charge per day in sp equal to their sage level for materials and to defray the cost of not taking other employment during the time period.

Transcribe a Scroll or Document: A sage will normally transcribe a scroll or document for their sage level in gp x spell level of the spell or page of a document. Prior to doing so, however, the patron wishing the document transcribed must first have the scroll read (by the patron or a companion of the patron) using *read magic* in the presence of the sage, with the sage at a safe distance, to ensure that the sage will not be subject to any magical traps when he transcribes the scroll or document. Transcription generally takes 1 day per page.

Translate a Document: Taking the same precautions as transcribing a scroll detailed above, a sage will translate a document (presuming he reads the language in question) for his sage level in sp per page of the document if all the characters want is an oral recitation of the contents of the document. If they want it translated and written down in another language, the sage will charge his level in gp per page.

Long Term Employment: Sages from this guild charge four times the base rate listed in the **Player's Guide to the Wilderlands** for long term employment.

See the *Player's Guide to the Wilderlands* for more details.

12; Knowledge (fauna) +14, Knowledge (history-recent) +17; Skill Focus (Knowledge [history]); Majors: Knowledge (history-recent), Knowledge (fauna); Minors: Knowledge (history-recent: *politics* [+18]), Knowledge (history-recent: *founding of cities* [+18]); Familiar Regions: City State, Tarantis, Viridstan; *+1 dagger*.

Omniscient Zenotabis, male human Sage 6/Rgr1: CR 6; hp 19; AL LG; SL 6; Str 10, Dex 12, Con 9, Int 16, Wis 15, Cha 8; Knowledge (fauna) +17, Knowledge (flora) +17, Knowledge (nature) +13; Skill Focus (Knowledge [fauna]), Skill Focus (Knowledge [flora]); Majors: Knowledge (fauna), Knowledge (flora); Minors: Knowledge (fauna: animals [+18]), Knowledge (flora: plants [+18]); Familiar Regions: City State, Ebony Coast; spear.

Duglartega Emeritus, male human Sage 6/Brd1: CR 6; hp 20; AL LG; SL 6; Str 11, Dex 13, Con 10, Int 17, Wis 14, Cha 11; Knowledge (geography) +18; Skill Focus (Knowledge [geography]); Majors: Knowledge (geography), Knowledge (geography); Minors: Knowledge (geography; lands [+19]), Knowledge (geography: terrain [+19]); Familiar Regions: Altanis, City State; dagger.

Kuromar the Light, male human Sage 9: CR 8; hp 24; AL LE; SL 6; Str 9, Dex 10, Con 11, Int 16, Wis 16, Cha 9; Heal +17, Knowledge (fauna) +15, Knowledge (flora) +19, Knowledge (local-City State) +16; Skill Focus (Knowledge [flora]); Majors: Knowledge (flora), Knowledge (local-City State); Minors: Knowledge (flora: *medicinal properties of plants* [+20]), Knowledge (local-City State: *traditions* [+17]), Knowledge (local-City State: *customs* [+17]); Familiar Regions: City State, Ghinor Highlands, Southern Reaches; dagger.

Cleaver Cleandor, male human Sage 7: CR 6; hp 21; AL LG; SL 6; Str 8, Dex 9, Con 11, Int 15, Wis 13, Cha 11; Knowledge (geography) +16, Knowledge (physical universe) +13; Skill Focus (Knowledge [geography]); Majors: Knowledge (geography), Knowledge (physical universe); Minors: Knowledge (geography: *gemstones* [+17]), Knowledge (geography: *rock formations* [+17]); Familiar Regions: City State, Valley of the Ancients, Valon; staff.

Shrewd Macrinos, male human Sage 1: CR 1; hp 4; AL LE; SL 6; Str 8, Dex 11, Con 9, Int 15, Wis 12, Cha 9; Knowledge (art and literature) +10, Knowledge (fauna) +6, Knowledge (local-City State) +6; Skill Focus (Knowledge [art and literature]); Majors: Knowledge (art and literature); Minors: Knowledge (art and literature: *authors and poets* [+11]), Knowledge (art and literature: *musicians* [+11]); Familiar Regions: City State; dagger.

Angordis the Venerable, male human Sage 3/Brd1: CR 4; hp 13; AL LG; SL 6; Str 10, Dex 9, Con 10, Int 16, Wis 17, Cha 12; Knowledge (art and literature) +10, Knowledge (local-City State) +10, Knowledge (religion) +14; Skill Focus (Knowledge [religion]); Majors: Knowledge (religion); Minors: Knowledge (religion: *outsiders* [+15]), Knowledge (art and literature: *books and poems* [+11]); Familiar Regions: City State, Silver Skein Islands; dagger.

Ghastly Vomazon IV, male human Sage 3/Wiz4: CR 6; hp 33; AL LG; SL 6; Str 9, Dex 12, Con 14, Int 18, Wis 14, Cha 6; Knowledge (geography) +14, Knowledge (physical universe) +18; Skill Focus (Knowledge [physical universe]); Majors: Knowledge (physical universe); Minors: Knowledge (geography: *gemstones* [+15]), Knowledge (physical universe: *astronomy* [+19]), Knowledge (physical universe: *chemistry* [+19]); Familiar Regions: City State; dagger.

Edrocan the Aged, male human Sage 5: CR 5; hp 19; AL LE; SL 6; Str 7, Dex 9, Con 12, Int 18, Wis 16, Cha 10; Knowledge (fauna) +12, Knowledge (flora) +13, Knowledge (history-distant) +16; Skill Focus (Knowledge [history-distant]); Majors: Knowledge (flora), Knowledge (history-distant); Minors: Knowledge (flora: *medicinal properties of plants* [+14]), Knowledge (history-distant: wars [+17]); Familiar Regions: City State, Viridistan; dagger.

287. Crummy Crab Inn

"Greasy" Lappet runs this seafood restaurant, which attracts hungry clients ranging from lowly brigands to the high nobility. The head barmaid, **"Overeasy" Blamor** (Exp1) is rumored to be responsible for the secret seasoning that makes the crab dinner well worth the 5 sp price tag. Assisting her are **2 serving maids** (Exp1) and **1 cook** (Exp1). Standing watch are **12 guard slaves** (War1; mace) to ensure peace in the diverse clientele. The house coffer is a **wood chest** containing 135 gp.

Greasy Lappet, male human Ftr5: CR 5; hp 32; AL LE; SL 7; Str 14, Dex 8, Con 11, Int 12, Wis 10, Cha 8; Profession (innkeeper) +4; club.

288. Sailor

Nobody on the waterfront is as well connected as **Northang Boarch**, a sailor-turned-solicitor who makes cargo arrangements for merchants. He knows the capabilities and capacities of every ship that frequents the Estuary. Most of his income (800 gp) is in savings in hopes of buying his own cargo vessel someday.

Northang Boarch, male human Rog4: CR 4; hp 20; AL N; SL 5; Str 11, Dex 14, Con 12, Int 12, Wis 10, Cha 12; Gather Information +8, Knowledge (shipping) +5; Improved Initiative, Weapon Finesse (rapier); rapier.

289. Courtesan

Beautiful **Tasso Garnet** is rumored to be favored in the Overlord's court and periodically holds his ear; 2d6x100 gp in jewelry is sufficient to enlist her to lobby a petition or grant. She customarily wears most of her wealth in the form of 4,600 gp worth of jewels; the rest is invested in her **40 domestic slaves** (Com1) and lavish weekly banquets. The Overlord has deployed **15 elite soldiers** (Ftr2) to watch over his mistress.

Tasso Garnet, female human Brd6: CR 6; hp 26; AL CG; SL 7; Str 11, Dex 16, Con 12, Int 13, Wis 10, Cha 18; Diplomacy +16, Perform (oratory) +13; Skill Focus (diplomacy); dagger.

290. Perfumer

This small corner shop caters exclusively to the nobility (SL 7 or higher), providing exotic imported scents, oils and incense to the city's elite. Proprietor **Glubb Neebling** employs a man named **Redruth the Rotund** (Ftr6) to ensure unfavorable clients keep walking. His **cashbox** contains 450 gp.

Glubb Neebling, male human Exp4: CR 4; hp 12; AL LG; SL 8; Str 10, Dex 8, Con 11, Int 17, Wis 12, Cha 11; Craft (alchemy) +10; dagger.

291. Courtesan

Several things draw attention to this small storefront, including **4 dwarf jugglers** (Brd1), but none are so engaging as the mistress of the house herself, **Cedrena**. She always occupies a conspicuous location in her doorway or front room, and then rebukes passers-by for "ogling." She is actually a member of the Overlord's inner harem and has **10 bachelor squires** (Ari1/Ftr2) assigned to her, in addition to the **4 halfling mercenary guards** (Ftr2) and **3 house slaves** (Exp2) she keeps as staff.

Cedrena the Prig, female human Brd5: CR 5; hp 16; AL CG; SL 8; Str 7, Dex 11, Con 8, Int 12, Wis 11, Cha 18; Perform (dance) +12; dagger.

292. Goldsmith

The incredibly pious goldsmith **Thogar** donates 80% of his profits to the **Temple of Odin**. He is a capable artisan, but his real income comes from banking, which he does with the aid of a *bag of holding* and a **trapped metal chest**. In addition, **4 dwarven mercenaries** (Ftr2) guard his gold reserves and worked items, worth a total of 89,850 gp.

Thogar Akmid, male dwarf Ftr6: CR 6; hp 57; AL LG; SL 7; Str 16, Dex 11, Con 14, Int 11, Wis 10, Cha 8; skills Craft (metalwork) +7, Profession (banking) +6; Skill Focus (craft); hammer.

Metal Chest: 2 in. thick; Hardness 10; hp 60; Break (DC 28); Open Lock (DC 40 x10*). This chest has 10 individual locks, all must be picked to open the chest. Any single failure sets off three traps.

Poison Needle Trap: CR 3; mechanical; location trigger; manual reset; Atk +8 ranged (1 plus giant wasp poison); Search DC 22; Disable Device DC 22.

Sleep Gas Trap: CR 2; magic device; location trigger; no reset; spell effect (*sleep*, 5th–level wizard, sleep for 5 minutes, DC 11 Will avoids); multiple targets (all within 10 ft.); Search DC 26; Disable Device DC 26.

Burnt Othur Vapor Trap: CR 7; mechanical; location trigger; repair reset, gas; multiple targets (all targets in a 10 ft. by 10 ft. room); never miss; onset delay (3 rounds); poison (burnt othur fumes, DC 18 Fort resists, 1 Con drain/3d6 Con); Search DC 21; Disable Device DC 21.

293. Squires and Pages

A stern, one-eyed veteran named **Sir Rokhart the Oppressor** is charged with the supervision and training of 80+1d20 young nobles. Boys from 8–14 years old train as **pages** (Ari1), who serve the Ladies of the Overlord's Court. Boys from 15–16 serve the nobility as **body squires** (Ari1). Boys 17–18 serve the Knight as **household squires** (Ari1/Ftr1) and are allowed to train at the Swordsman's Camp. **Bachelor squires** (Ari1/Ftr2) serve as Palace Guards, govern the younger squires and serve Knights on campaigns. The **Chief Captain Squire** (Ari2/Ftr2) is the head boy, and generally makes life miserable for all squires below him. No squire would dare don plate mail before receiving his Knight's Spear.

Sir Rokhart the Oppressor, Knight Banneret, Ari4/Ftr4: CR 7; hp 37; AL LG; SL 16; Str 17, Dex 12, Con 14, Int 11, Wis 12, Cha 13; *+1 longsword*.

294. Cavalry Club

This fest hall caters to the mounted cavalry of the City State and is run by a cavalry veteran, **Sir Gerimandor**. The only requirement for entry into the establishment is enlistment in a mounted unit; with the majority of the customers are usually the mounted bowmen or other cavalry members (Ftr2–6) of a knight's entourage unable to attend the nearby Knight's Hall. Other regulars include **Knights Errant** (Ftr2–6) and **Knights Bachelor** (Ftr6–8) of common birth who disdain the company of the noble knights of the Hall, as well as **bachelor squires** (Ari1/Ftr2) attending on the good grace of their sire. Dues are 4 gp per month, ale is a mere 2 cp per flagon. The club's **cashbox** has 180 gp.

Sir Gerimandor, Knight Bachelor, Ftr8: CR 8; hp 56; AL N; SL 10; Str 13, Dex 14, Con 12, Int 13, Wis 11, Cha 10; *+1 longsword.*

295. Knights of the Realm (EL varies)

This exclusive club serves only the Knights of the Overlord, and primarily attracts **knights** of noble birth. Dues are 7 gp per month, and Knights are permitted to bring their **bachelor squires** (Ari1/Ftr2). Rowdy Knights are known to ride their horses in through the west door while celebrating a successful campaign; this results in being fined one round of drinks for the house. Gambling and **minstrels** (Brd2) provide entertainment. One or two Knights are always present, with a 30% chance of a large party of 2d6 reveling Knights of various levels.

Sir Hosman, male human Ari3/Ftr5: CR 7; hp 52; AL CG; SL 10; Str 13, Dex 13, Con 12, Int 11, Wis 17, Cha 14; *+1 longsword*.

Sir Karolmed IV, male human Ari3/Ftr3: CR 5; hp 44; AL N; SL 10; Str 14, Dex 11, Con 14, Int 13, Wis 15, Cha 13; adamantine greatsword.

Sir Towell the Great, male human Ftr7: CR 7; hp 43; AL N; SL 10; Str 16, Dex 11, Con 10, Int 15, Wis 11, Cha 16; *+1 longsword*.

Sir Sif rim Rondel, male human Ftr10: CR 10; hp 99; AL LE; SL 10; Str 13, Dex 13, Con 18, Int 17, Wis 11, Cha 9; *+1 flaming longsword*.

Sir Domanid, male human Ari2/Ftr3: CR 4; hp 32; AL CG; SL 10; Str 14, Dex 10, Con 12, Int 12, Wis 14, Cha 9; *+1 hammer*.

Sir Garbel the Younger, male human Ftr11: CR 11; hp 98; AL CE; SL 10; Str 16, Dex 10, Con 12, Int 12, Wis 14, Cha 9; *+2 adamantine longsword*.

Sir Wismarel, male human Ftr11: CR 11; hp 65; AL CG; SL 10; Str 14, Dex 14, Con 11, Int 15, Wis 13, Cha 15; *+2 greataxe*.

Sir Severn the Blessed, male human Ari3/Ftr4: CR 6; hp 46; AL N; SL 10; Str 13, Dex 16, Con 13, Int 15, Wis 17, Cha 9; *+1 mace*.

Sir Methuen, male human Ftr7: CR 7; hp 50; AL CE; SL 10; Str 14, Dex 10, Con 13, Int 16, Wis 10, Cha 11; *+1 longsword*.

296. Knights' Quarters

This large wooden building sits across from the Summer Palace and serves as barracks for the numerous **Knights Errant** who have sworn fealty to the Overlord. Some of these men are recent volunteers, others have seen many months on campaign. This complex is always occupied by **40d6 knights** (Ftr lvl 1d12), almost all of them Knights Errant and mostly of non-noble upbringing. They pass their time training, contesting, and gambling. A **Knight Bachelor** (Ftr6–8) is always assigned the honor of overseeing order in these barracks. When there are no major campaigns several Knights might share the duty. See the Knights section of the NPC Appendix for more information.

Although not obligated to serve by law, the Knights Errant are usually the first to volunteer for campaigns and are, therefore, the most likely to receive battlefield promotions to Knight Banneret, Knight Bachelor, and Knights of the Inner Circle. Those serving here tend to be fanatically loyal to the Overlord as well as their own complex code of ethics. There is a constant flow of knights in and out of the barracks based on what campaigns might be taking place. Unwelcome visitors are usually stripped naked and tossed into the street to remind them of the importance of the Knighthood and of their social standing.

Sir Gralius, male human Ftr11: CR 11; hp 98; AL CE; SL 11; Str 14, Dex 13, Con 16, Int 11, Wis 10, Cha 18; *+1 flaming burst longsword*.

Sir Trafor, male human Ftr10: CR 10; hp 60; AL LE; SL 10; Str 16, Dex 14, Con 11, Int 18, Wis 13, Cha 10; *+2 longsword*.

Sir Hangor, male human Ftr3: CR 3; hp 30; AL LE; SL 10; Str 14, Dex 8, Con 16, Int 12, Wis 11, Cha 13; masterwork longsword.

Sir Miosek, male human Ftr3: CR 3; hp 21; AL CG; SL 10; Str 16, Dex 13, Con 11, Int 12, Wis 13, Cha 11; masterwork greatsword.

Sir Kanston, male human Ftr3: CR 3; hp 27; AL LG; SL 10; Str 12, Dex 15, Con 14, Int 9, Wis 11, Cha 12; masterwork longsword.

Sir Blankerd, male human Ftr8: CR 8; hp 72; AL N; SL 10; Str 14, Dex 8, Con 16, Int 10, Wis 15, Cha 10; *+1 greataxe*.

Sir Jenpal of Crake, male human Ftr11: CR 11; AL LG; SL 10; hp 87; Str 12, Dex 15, Con 14, Int 11, Wis 15, Cha 14; *+1 shocking longsword*.

Sir Zech the Heir, male human Ftr12: CR 12; hp 94; AL N; SL 10; Str 17, Dex 12, Con 14, Int 11, Wis 15, Cha 12; *+1 keen greatsword*.

Sir Pavane, male human Ftr7: CR 7; hp 54; AL N; SL 10; Str 12, Dex 11, Con 16, Int 14, Wis 13, Cha 14; *+1 greatsword*.

297. Summer Palace

The Summer Palace is a smaller, more airy palace with wide entrances and windows providing cooling breezes during the summer months. Part of the Overlord's reasons for coming to the palace for the hottest 2d6 weeks of the summer is to keep groups of opposing gods (alignments) arrayed against each other politically and prevent anyone from thinking about joining forces to question his own power. The Overlord's complete retinue (See the **Silverlight Palace**), with the exception of LE and CE alignment types, moves into the palace through subterranean chambers and corridors when the temperatures rise. Only the Overlord decides when the move is made, and when the move back is to be made.

The same procedures are followed except that the entrance guards are always tripled and only individuals with high social standing (SL 7 or higher) are granted audiences in the Summer Palace. Due to space limitations,

visitors usually pitch tents in the parade ground while waiting for the Overlord's return to the Silverlight Palace. The following individuals take over certain responsibilities in the Summer Palace and live hear year round.

Chamberlain Omatyn, male human Wiz9: CR 9; AL LG; SL 15; *+2 dagger*.

Head Scribe Dolgart, male human Clr7: CR 7; AL LG; SL 11; mace.

Steward Olefat, male human Ftr6: CR 6; AL CG; SL 12; *+2 longsword*.

Treasurer Quevetar, male human Wiz10: CR 10; AL LG; SL 12, *+1 dagger*.

As in the Silverlight Palace, these individuals are extremely heavily guarded and physical attacks against them, or the palace, are unexpected.

298. Bachelor's Club

This revelry hall of the **Knights Bachelor** sees some of the most heated competition between the two knightly factions: the career knights and the noble knights. The professional soldiers rate themselves highly and hold the grantees in disdain, while the noble knights despair at the lack of courtly refinement in their veteran brothers. The noble knights frequently bring their retainers to the club, to the great chagrin of the veteran campaigners. Entrance requires the rank of bachelor, or service to a knight of that rank, plus a 15 gp monthly fee. Usually it is the most senior knight who holds court, unless the club is serving for a promotion ceremony or other special occasion. (NA 6+1d6 x10; any PC or NPC class lvl 2d8)

Entrance into this club without an invitation, or without earning the right to enter, is a potentially deadly move. The knights take great insult at any incursion and cease all arguments when the prospect of a good fight arises. Unwelcome visitors are often armed, and sometimes armored, in preparation for a "bit of fun" which often ends up with the beaten subject wandering the streets naked.

Sir Savon the Griffon, male human Ftr11: CR 11; hp 98; AL N; SL 11; Str 15, Dex 11, Con 17, Int 10, Wis 15, Cha 14; *+2 longsword*.

Sir Brislor, male human Ari3/Ftr5: CR 7; hp 60; AL CG; SL 11; Str 14, Dex 14, Con 15, Int 10, Wis 11, Cha 16; *+1 short sword*.

Sir Gansen, male human Ftr11: CR 11; hp 76; AL LG; SL 11; Str 18, Dex 15, Con 12, Int 11, Wis 16, Cha 10; *+1 flaming longsword*.

Sir Stedgel, male human Ftr12: CR 12; hp 94; AL N; SL 11; Str 17, Dex 14, Con 15, Int 16, Wis 11, Cha 14; *+1 frost battleaxe*.

Sir Tricson, male human Ari3/Ftr4: CR 6; hp 46; AL CG; SL 11; Str 11, Dex 17, Con 12, Int 10, Wis 13, Cha 14; *+1 greatsword*.

Sir Egart the Fonnelling Ari3/Ftr3: CR 5; hp 39; AL N; SL 11; Str 12, Dex 10, Con 15, Int 9, Wis 12, Cha 10; masterwork longsword.

299. Banneret's Club

One of the most exclusive social venue except for the Overlord's courts is the Banneret's Club; entrance requirements mandate the rank of **Knight Banneret** or extremely high social standing (SL 12+). The Knights pay monthly dues of 50 gp, with a much greater token required for access to the large banquets held almost nightly for visiting dignitaries, new grantees, or returning campaigners. The most talented minstrels and dancers are arranged for entertainment, and no delicacy is too costly. Present for entertainment at all times are **28 slaves** (Com1), **3 cooks** (Exp2), **4 minstrels** (Brd2), and **2 belly dancers** (Brd4) and the establishment always has **15 guards** (Ftr2; longsword). On a normal evening a fair number of Knights are present (NA 3d6; Ftr lvl 2d8) but during large banquets these numbers can triple, along with an equal increase in serving staff.

Sir Kawood, male human Ftr6: CR 6; hp 37; AL CG; SL 12; Str 13, Dex 15, Con 10, Int 14, Wis 15, Cha 16; masterwork longsword with family crest.

Sir Tragg the Jaunty, male human Ftr16: CR 16; hp 108; AL N; SL 12; Str 20; Dex 16, Con 13, Int 14, Wis 11, Cha 8; *+2 keen longsword*.

Sir Cornuis, male human Ftr6: CR 6; hp 43; AL N; SL 12; Str 14, Dex 10, Con 12, Int 17, Wis 12, Cha 17; *+1 longsword*.

Sir Batan the Stout, male human Ftr12: CR 12; hp 130; AL N; SL 12; Str 14, Dex 12, Con 20, Int 14, Wis 8, Cha 11; *+2 greatsword*.

Sir Kirmstar, male human Ftr8: CR 8; hp 72; AL CE; SL 12; Str 14, Dex 12, Con 16, Int 16, Wis 14, Cha 12; *+1 longsword*.

300. Royal Barracks

The massive Royal Barracks hold the bulk of the Overlord's **soldiers**, although hundreds more are deployed around the city, and thousands more in the field. The complex includes a training ground, officer's quarters and several canteens and armories. The 1,500 foot soldiers housed here are organized into 100 man "Throngs." Consult Chapter 2 for a description of the overall military organization.

These barracks are so large that they are split into 3 wings under the commands of **Captain Raask**, **Captain Hoyar the Gallant**, and **Captain Raulis**. **General Hubar** controls the entire barracks but leaves individual orders to his captains and monitoring of all supplies to peg-legged **Sergeant Klivor Plunk**, the hero of many battles.

General Hubar, male human Ftr8: CR 8; hp 72; AL N; SL 13; Str 13, Dex 10, Con 16, Int 15, Wis 12, Cha 13; *+1 longsword*.

Captain Raask, male human Ftr10: CR 10; hp 69; AL CE; SL 10; Str 14, Dex 18, Con 13, Int 12, Wis 12, Cha 14; *+1 short spear*.

Captain Hoyar the Gallant, male human Ftr10: CR 10; hp 59; AL N; SL 10; Str 17; Dex 14, Con 10, Int 10, Wis 13, Cha 12; *+2 longsword*.

Captain Raulis, male human Ftr11: CR 11; hp 87; AL N; SL 10; Str 14, Dex 12, Con 15, Int 11, Wis 10, Cha 15; *+1 flaming longsword*.

Sergeant Capelin, male human Ftr3: CR 3; hp 27; AL CE; SL 8; Str 15, Dex 10, Con 14, Int 11, Wis 8, Cha 13; masterwork greatsword.

Sergeant Kerawan, male human Ftr2: CR 2; hp 15; AL N; SL 8; Str 14, Dex 13, Con 11, Int 17, Wis 8, Cha 15; masterwork longsword.

Sergeant Klivor Plunk, male human Ftr8: CR 8; hp 64; AL N; SL 8; Str 12, Dex 10, Con 15, Int 14, Wis 12, Cha 11; *+1 mace*.

301. Royal Cavalry

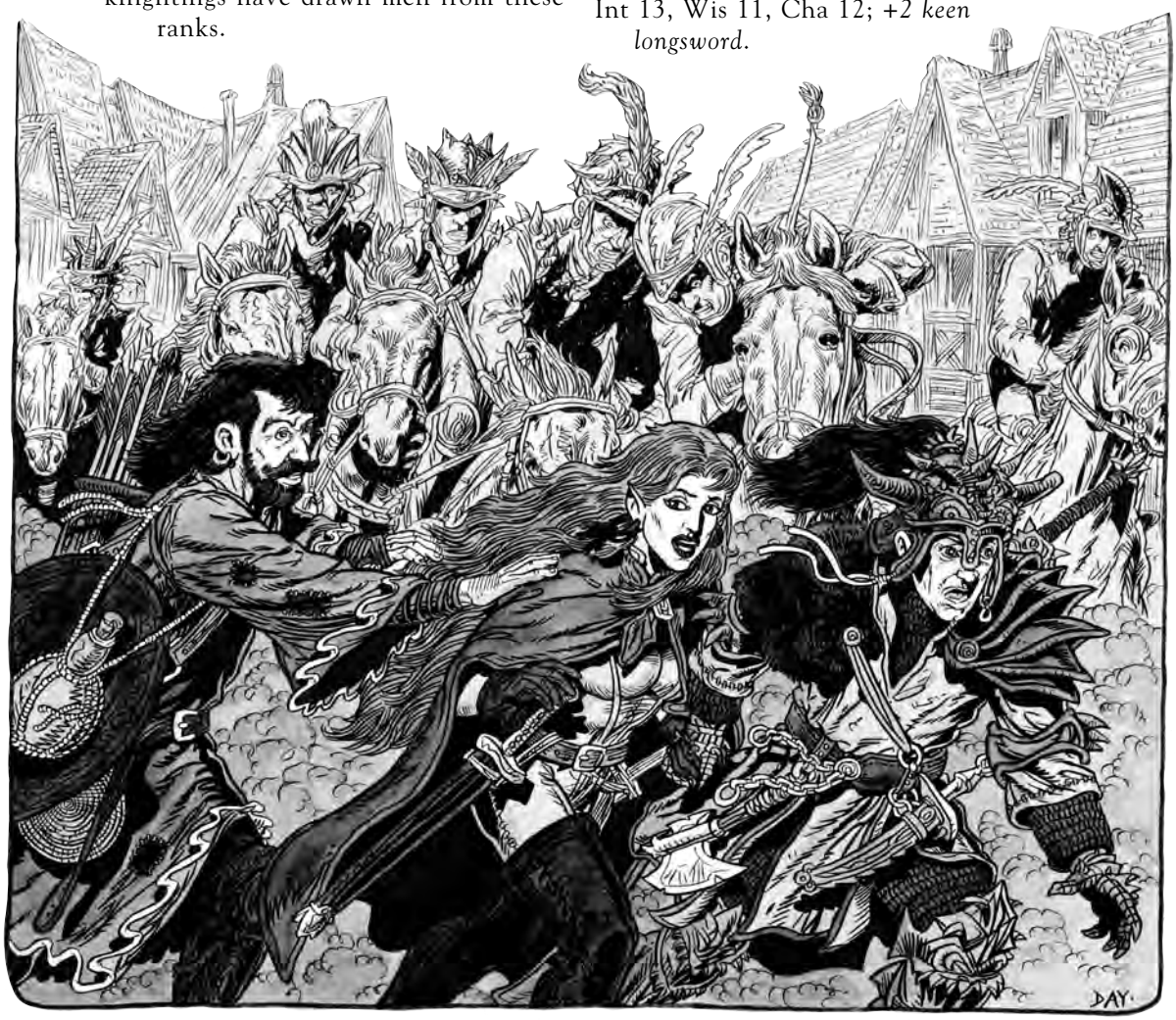
This barracks row houses the **mounted soldiers** of the Overlord's army when they are not in the field. These men are proud of their status above the infantry, especially those members of the Mounted Bow, an elite cavalry unit. Even more elite is the Royal Cavalry, who serve the court of the Overlord directly; many battlefield knightings have drawn men from these ranks.

Between 1,200 and 2,000 mounted soldiers, and their required equipment, are housed here, along with enough servants to care for them. The vast numbers of individuals housed here, and the varying styles of combat different squads represent, heavy cavalry, medium cavalry, light cavalry, and mounted bow, leads to a number of disputes. Popular pastimes include fighting (punished with a 5 gp fine if seen by a sergeant), gambling, attempting to get out of cleaning duty, and sneaking out for a night of revelry.

The various equithrongs housed here include the Royal Calvary (300 light, 150 medium, 50 heavy) under the leadership of **Captain Kriggs** (Ftr7), the Light Horse Lancers (500 light) under **Captain Rikter** (Ftr16), and the Mounted Bow (500 bow) under **Captain Kovany** (Ftr10). Intruders are suspected of being spies or traitors and are brought before one of the captains to determine what, if anything, to do with them.

Captain Kriggs, male human Ftr7: CR 7; hp 50; AL LE; SL 12; Str 18, Dex 14, Con 13, Int 14, Wis 11, Cha 9; *+1 longsword*.

Captain Rikter, male human Ftr16: CR 16; hp 124; AL LG; SL 12; Str 20, Dex 12, Con 14, Int 13, Wis 11, Cha 12; *+2 keen longsword*.



Captain Kovany, male human Ftr10: CR 10; hp 69; AL LG; SL 11; Str 18, Dex 11, Con 13, Int 14, Wis 15, Cha 12; *+1 flaming longsword*.

Sergeant Kerastan, male human Ftr12: CR 12; hp 82; AL N; SL 10; Str 18, Dex 12, Con 13, Int 15, Wis 12, Cha 15; *+2 longsword*.

Sergeant Siskan, male human Ftr7: CR 7; hp 57; AL N; SL 10; Str 13, Dex 16, Con 14, Int 12, Wis 10, Cha 13; *+1 longsword*.

Sergeant Whitkar, male human Ftr8: CR 8; hp 72; AL N; SL 10; Str 13, Dex 14, Con 16, Int 11, Wis 13, Cha 12; *+1 longsword*.

Sergeant Bidlar of the Elder, male human Ftr9: CR 9; AL CG; SL 10; Str 13, Dex 14, Con 10, Int 18, Wis 16, Cha 10; *+1 shocking longsword*.

302. War Council

A secret and heavily guarded network of council chambers, this complex sees the detailed planning of the Overlord's military maneuvering. Couriers bustle in and out day and night, keeping the scribes of the War Council busy preparing reports. The Generals of the Council can rescind an order of any field General, Knight or other Army Commander, with the exception of the Overlord himself. They also use a raven aviary to control (in secret) strike forces of mixed cavalry at every city within one day's ride. Guards for the complex consist of **elite soldiers** and **Knights Errant**. Each general has **2 personal guards** (Ftr5; longsword) for their own safety and defense. Opulent decorative items and valuable maps found throughout the building include gold plates (2d4; 300 gp each), silverware (20d6, 8 sp per item), a gem-studded map table (410 gems, 10 gp each), and a detailed, accurate map of the area around the City State (1,000 gp).

General Rudneck, male human Ftr9: CR 9; hp 72; AL LG; SL 14; Str 14, Dex 13, Con 14, Int 18, Wis 15, Cha 15; Leadership; *+1 longsword*.

General Paugler, male human Ftr6: CR 6; hp 49; AL LE; SL 13; Str 13, Dex 9, Con 15, Int 18, Wis 14, Cha 17; Leadership; *+1 greataxe*.

General Tadash, male human Ftr14: CR 14; hp 109; AL N; SL 13; Str 13, Dex 10, Con 14, Int 17, Wis 16, Cha 14; Leadership; *+2 flaming burst longsword*.

303. Cleric Club

Membership here is restricted to respected clerics possessing some sort of magical staff, although lower ranking clerics may attend as invited guests. Each member is obliged to send 4 servants or entertainers per month to staff the club, in addition to the 60 gp per month in dues. Matters of religion are never discussed within. The Overlord typically attends the monthly **Feast of Plentitude and Prosperity**, in appreciation of the gold chain—one link longer every year—which the clerics of the city send him. At least a few of the 14 members are always present, along with the staff serving them (NA 4+1d10; Clr lvl 4+1d6).

Eadwart the Rondo, male human Clr5: CR 5; hp 26; AL LE; SL 8; Str 9, Dex 13, Con 10, Int 12, Wis 16, Cha 15; *+1 quarterstaff*.

Rendap Rim, male human Clr5: CR 5; hp 26; AL LG; SL 7; Str 13, Dex 13, Con 11, Int 12, Wiz 14, Cha 14; *+1 quarterstaff*.

Cealwin the Loyal, male human Clr9: CR 9; hp 62; AL LG; SL 12; Str 13, Dex 10, Con 14, Int 12, Wis 18, Cha 8; *staff of healing*.

Gloomy Hengest, male human Clr9: CR 9; hp 51; AL LE; SL 12; Str 12, Dex 13, Con 12, Int 8, Wis 17, Cha 14; *staff of necromancy*.

Redolent Yabbelow, male human Clr5: CR 5; hp 36; AL LE; SL 10; Str 16; Dex 11, Con 14, Int 10, Wis 15, Cha 15; *+1 quarterstaff*.

304. Cavalry Stable

Both the Royal Cavalry and some independent Knights house their horses here, a total of 2000 mounts. The stable master, **Hertogan** is assisted by **90 yard slaves** (Exp1) who see to the animals and **46 labor slaves** (Com1) who perform menial tasks and fill manure wagons for the farmers. The **Beast Healer** (Drd7) is a frequent visitor. No fees are charged for the cavalry, but Knights who fail to tip a few gp monthly may find rumors about them becoming more prevalent.

Hertogan the Spur, male human Rgr10: CR 10; hp 68; AL LE; SL 8; Str 13, Dex 14, Con 14, Int 13, Wis 15, Cha 12; +1 spear.

305. Mead Hall

This fest hall is a common gathering place for enlisted men of all branches of the military. Proprietors **Elinstone** and **Riverman** were comrades in the same pike throng for many years. Supposedly they returned from campaigning with a great fortune, but the real source is Elinstone's *efreeti bottle*. Also present are **12 serving maids** (Exp1) and **2 cooks** (Exp1). Roast Octopus, 3 sp; Stewed Leeches, 2 cp; Beaver Steaks, 1 sp; Mead, 1 cp. In addition to the **cashbox** (87 gp), there are 20 gold cups worth 220 gp each, hidden (Search DC 22) in the attic.

Elinstone of Sward, male human Ftr4: CR 4; hp 27; AL N; SL 6; Str 12, Dex 13, Con 15, Int 11, Wis 13, Cha 10; Profession (publican) +3; *+1 longsword, efreeti bottle*.

Riverman Jesmig, male human Ftr4: CR 4; hp 34; AL N; SL 5; Str 15, Dex 11, Con 15, Int 10, Wis 9, Cha 11; Intimidate +7; Improved Unarmed Strike; club, dagger.

306. Carpet Shop

Dame Cerry's reputation as a long-winded blusterer is well founded; carpet is just one of the topics she can happily spend an hour discussing. Her **10 apprentice craftsmen** (Exp1) drown out her banter by keeping the looms clattering, so productivity never falters. Her **cashbox** has 112 gp; her **trunk** has 220 gp in jewelry.

Dame Cerry, female human Ari1/Wiz2: CR 3; hp 9; AL CG; SL 7; Str 9, Dex 11, Con 10, Int 13, Wis 13, Cha 11; Perform (monologue) +4; Spell Focus (enchantment); dagger.

307. Perfumer

Ponwer's sales of scented oils to the nobility of the city has brought him many high ranking contacts, and he turns a tidy profit on the side selling forged documents. Often he prepares the documents himself, and then arranges to have them signed authentically with the help of various manservants and chambermaids. He runs his shop with the help of **5 elven apprentice craftsmen** (Exp 1). His stock of 2,300 bottles of perfume are worth 5 gp each. He keeps his personal wealth (726 gp) in a **hidden compartment** (Search DC 25) under a flagstone in the hearth.

Plump Ponwer, male human Ftr1/Exp1: CR 2; hp 8; AL CG; SL 6; Str 9, Dex 12, Con 10, Int 15, Wis 13, Cha 13; Craft (perfume) +5, Forgery +10; Skill Focus (forgery); short sword.

308. Goldsmith

The gnomish proprietor of this goldsmith's shop does excellent work, but his political views restrict his clientele. **Eitiak** feels that lawlessness, especially when enacted with noble or good-aligned goals (chaotic good behavior) will be the downfall of civilization, and all who practice it should be banished. His henchman **Mungo** watches his back, but the real defense of his cache of 3870 gp in raw materials and finished products is the **pit trap** that he keeps it in.

Pit Trap (20 ft. deep): CR 1; mechanical, location trigger; manual reset; DC 20, Reflex avoids; 20 ft. deep (2d6, fall); Search DC 20; Disable Device DC 20.

Eitiak the Rebel, male gnome Exp3: CR 3; hp 23; AL LE; SL 6; Str 8, Dex 13, Con 9, Int 12, Wis 13, Cha 11; Craft (metalwork) +8, Handle Animal +6; Skill Focus (Craft [metalwork]); hammer.

Mungo, male gnome Rog2: CR 2; hp 12; AL N; Str 12, Dex 14, Con 14, Int 8, Wis 10, Cha 9; Point Blank Shot, Rapid Shot; hand axes.

309. The Temple of Pegana

The Temple of Pegana is a notorious place. Shortly after arriving aboard the merchant ship *Cakmar*, the sermon of paradoxes presented by **Mung,** the High Priest of the Gods of Pegana, caused a revolt among the Craftsmen against the Warrior-dominated ruling faction. In the turbulence, Mung revealed his trump card, the **Beast of Mung**. The beast proved a crucial element to their battles, after three years of civil war the Craftsman's Guild won freedom from all governmental regulations and taxation. The past 46 years have seen a gradual reversal of these freedoms and there is rampant speculation that Mung is going to end the truce soon.

Further rumors claim that strange rites are performed deep within the temple, and that grotesque creatures live hidden behind the finery. These stories, and further tales of odd things hidden within its walls, are impossible to confirm, no eyewitness is ever found, and those that do speak of the horrors they have seen disappear soon afterward.

The stories are true, Mung has been experimenting with the concept of immortality using some of the books in the library and several exceedingly rare texts he stores in his laboratories beneath the Temple. Some of the subjects of his experiments have escaped to the maze of tunnels beneath the City State, and a few have even escaped into the City itself. More of the escaped creatures hide beneath the ground interbreeding and spreading throughout the tunnels. The priests that do know about these experiments are so frightened of Mung and his beast that they are afraid to let any word of his deeds escape the temple.

The Main Temple

Along with the main sacristy and worship area, the temple has a wide variety of rooms for the clerical staff which includes **40 acolytes** (Clr1; slings, nets, garroting ropes), **15 adepts** (Clr2; silver mace), **6 priests** (Clr3; silver mace), **Severic Babkib**, and **Mung the High Priest**. Severic is second in command, and is completely loyal to Mung, and his evil experiments, and was promoted primarily due to his formidable array of magical items and gifts. The adepts' quarters has a cache of 14 pieces of Jewelry (5d10 gp each), 26 Gems (10d10 gp each), and 38 GP. Each has personal funds totaling 2d6 gp, 10d10 sp, and 10d10 cp hidden in his bedding. The acolytes have two pieces of jewelry (15d10 gp) and 16 GP hidden in a stone floor in their quarters. Unknown to the others, one acolyte nicknamed "Flash" wears *boots of speed* and happens to be used to carry all messages.

The Craftsman's Guild pays a band of **30 mercenaries** (Ftr2; spears and daggers) lead by a **burly**

leader (Ftr6; Leadership; *+2 longsword*, *+1 shield*) and **2 lieutenants** (Ftr4; *+1 longswords*) to guard the single ground-level entrance to the temple. All of the mercenaries are experienced veterans that take their job seriously due to their excellent pay.

The Library

The temple library is always occupied by **2 adepts** (Clr2) that keep watch over the books and raise an alarm if any unauthorized visitors make their way here. During the day **1d3 adepts** (30% chance, Clr2) might be here studying. The library contains 68 volumes of forgotten lore, 35 of which are written in languages long forgotten. Several of the books are certainly worth a great deal of money to the proper buyer (to be determined by the Judge).

Severic Babkib's Quarters

Severic is loyal, trusted, and extraordinarily wealthy. **Severic** takes care of the day to day operations of the temple, allowing Mung more time for experimentation. He is found in his room 50% of the time during the day and 100% of the time at night. A **flesh golem** protects his room from interlopers, attacking anyone that doesn't issue the proper shrill whistle. Further protection is provided by *glyphs* against lawful and neutral characters placed on doors and passageways leading to his quarters. Severic keeps a *bag of holding* (Type III) beneath his pallet (Search DC 18) containing a *potion of longevity* (reduces physical age by 10 years), *eyes of charming*, and 120 gems (20d20 gp each). The greatest treasure stored here is the ***Sword of Welleran*** a lawful good vorpal blade held captive in an iron box so carefully sealed behind the stone wall that some sort of magic is almost certainly required to locate it (Search DC 45).

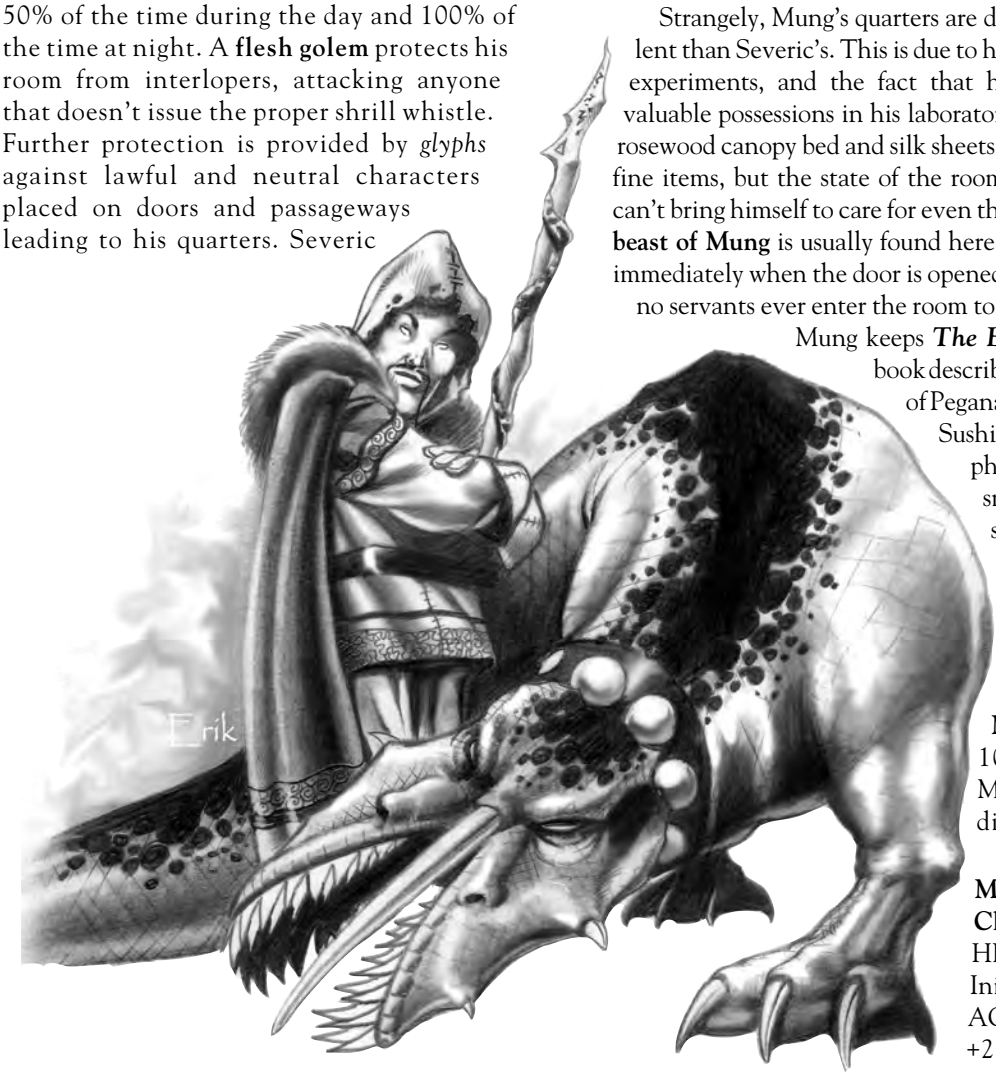
Flesh Golem: CR 7; hp 49; see the MM.

Sword of Welleran

Designs along the blade swirl and move forming symbols of good and purity. This weapon is a bane to evil creatures, though all but forgotten in its recent hiding place. Although not intelligent on its own, the magic used to create this magnificent vorpal weapon insure that only a lawful good individual can touch the sword (4d6 points of damage to all others), let alone wield it.

Mung's Quarters

Strangely, Mung's quarters are dirtier and less opulent than Severic's. This is due to his dedication to his experiments, and the fact that he keeps his most valuable possessions in his laboratory on Level 2. The rosewood canopy bed and silk sheets show his desire for fine items, but the state of the room itself suggests he can't bring himself to care for even the finest items. The **beast of Mung** is usually found here (90%) awakening immediately when the door is opened, this is the reason no servants ever enter the room to clean or neaten it. Mung keeps ***The Book of Wonder***, a book describing the three Gods of Pegana, Mana, Yood, and Sushi, and a large sapphire (2,500 gp) in a small wood box, and stores several jars of pickled orc feet used to feed the beast stored in a wardrobe.



Beast of Mung: CR 10; hp 105, See the New Monster Appendix.

High Priest Mung, male human Clr10: CR 10; SZ M; HD 10d8+10; hp 71; Init +0; Spd 30 ft.; AC 19 (+7 plate mail, +2 heavy steel shield),

touch 9, flat-footed 9; BAB/Grap +7 (+8)/+7 (+8); Atk +7 (+8) melee (1d8 [+1], heavy mace); Full Atk +7/+2 (+8/+3) melee (1d8 [+1], heavy mace); SA rebuke undead (4/day), spells; SQ aura; AL CE; SV Fort +9, Ref +2, Will +10; Str 11 (13), Dex 10, Con 12, Int 12, Wis 16, Cha 12.

Skills: Concentration +11, Hide +15, Knowledge (arcana) +13, Knowledge (religion) +11, Knowledge (the planes) +11, Spellcraft +11. *Feats:* Combat Casting, Craft Wondrous Item, Great Fortitude, Iron Will, Leadership.

Possessions: Robe of blending, staff of healing, and gauntlets of ogre power (the abilities in parentheses account for his wearing the *gauntlets*).

Divine Spells per Day (6/5/5/4/3/2; save DC 13 + spell level): 0— *detect magic, guidance, inflict minor wounds, light, read magic, resistance*; 1st— *bane, cause fear, divine favor, inflict light wounds, protection from good;* 2nd— *darkness, desecrate, inflict moderate wounds* (x2), *summon monster II*; 3rd— *bestow curse, invisibility purge, summon monster III;* 4th— *giant vermin, inflict critical wounds, summon monster IV*; 5th— *greater command, unhallow.*

Domain Spells (Chaos, Evil): 1st— *protection from good*; 2nd— *shatter*; 3rd— *magic circle against good;* 4th— *unholy blight*; 5th— *dispel good.*

Description and Personality: Mung is short, bald, and utterly convinced of his power and the justification for all the horrible things he has done. He does not hesitate to kill anyone bold enough to bother him in his room (30%) or in his laboratory on Level 2 (70 %).

Wraith Overlord: Many chambers exist beneath the temple. These chambers are detailed in the Temple of Pegana chapter of Part II: Wraith Overlord.

310. Ink

Daglak the Bull employs **15 former labor slaves** (Com1) to grind and mix the materials for his ink. He also sells inkpots, scrolls of paper and quill pens. Some doubt exists as to whether the abrupt, closed-mouthed shopkeeper has actually freed the slaves, as they work terribly long hours for a pittance. Quills are available for 2 sp, inkpots for 7 gp and fine paper for 4 sp per sheet. His wealth (22 gp) is stashed in an old inkpot on a high shelf (Search DC 22).

Daglak the Bull, male human Ftr1/Exp1: CR 2; hp 14; AL LE; SL 5; Str 13, Dex 11, Con 10, Int 9, Wis 10, Cha 8; Alchemy +4; Improved Unarmed Strike; short sword.

311. Dyer

This foul-smelling shop is cluttered with vats of colored liquids and festooned with a rainbow of dripping fabrics hung from overhead beams. The work is done by **10 labor slaves** (Com1), who may or may not be supervised by their master, **Heiliff Wolfbane**. Heiliff is known to take weeks off at a time to go adventuring, especially if it gives him the opportunity to pursue his hated enemy: lycanthropic creatures. The spoils of his adventures (890 gp in assorted change) are hidden in one of the putrid vats (Search DC 25, Fort save DC 22 to avoid 1d4 minutes of nausea).

Heiliff Wolfbane, male human Wiz3/Exp1: CR 4; hp 14; AL LE; SL 4; Str 9, Dex 12, Con 9, Int 15, Wis 11, Cha 10; Knowledge (lycanthropy) +9; dagger.

312. Cook

Although well known as a pastry chef, **Lash Kalin** is more notorious for his intolerance of the beggars who seek out the crumbs from his shop. Many a penniless vagabond has hurried away with a battered head from Lash's stone rolling pin. Halflings favor his baked goods most of all; there are usually at least 6d6 of them in line. Lash also owns 16 racing ponies, stabled nearby at the Murky Street Stable. His passion for racing and gambling is almost as well known as his tendency to deal out lumps to the poor. Cookies and pies sell for 2 sp. A **cashbox** holds the small change (30 cp, 15 sp), but Lash's personal holdings (450 gp) are baked into large stale loaves and kept behind a little-used counter (Search DC 22).

Lash Kalin, male human Ftr4/Exp1: CR 5; hp 40; AL N; SL 6; Str 14, Dex 12, Con 16, Int 12, Wis 8, Cha 9; Profession (pastry chef) +2; stone rolling pin (as mace).

313. Jeweler

The stock of jewelry kept by **Thintway** is exquisite in the extreme, for his abilities in the illusory arts add a subtle, yet vital luster to his creations. His **5 mercenary guards** (Ftr1) stand ready to defend the shop's ware's and its secrets. Thintway's ***invisible strongbox*** holds his wealth (12,000 gp), while a clever magic effect protects the display cases and store stock, worth 5,200 gp. Each display case sits atop a **stone chest** (Open Lock [DC 35]). A drawer in the chest holds the actual jewelry and projects a *mirror image* of the jewels onto the display case above it. To retrieve a piece for an interested customer, Thintway darkens the display case magically and removes the item from the drawer. In addition to his mundane crafts, Thintway makes and sells rudimentary magic items.

Strong Thintway, male human Wiz7: CR 7; hp 29; AL LG; Str 10, Dex 14, Con 13, Int 17, Wis 10, Cha 12; Toughness; dagger.

314. Paddock

Brawny and bearded, **Marken Santar** clears timber and brush from new farmland under contract for a cost of 10 gp per acre. He and his wife **"Ma"** (Com3) are both irritable and caustic, and would

much prefer to keep to themselves. A **strongbox** buried (Search DC 28) in the cellar holds 128 gp.

Marken Santar, male human Ftr5: CR 5; hp 42; AL CE; SL 6; Str 17, Dex 14, Con 15, Int 7, Wis 10, Cha 9; Knowledge (nature) +2; shoulder axe (as battle axe).

315. Torch Maker

Torches may be the only manufactured product on sale here, but **Rakstor the Rat** makes a tidy profit selling information to adventurers. He is well informed on the nature of the caverns beneath the city, including the factions that occupy them and the various entrances and exits. A portion of his income comes from informing on dungeon delvers to the Thieves' Guild. His resin torches sell for 1 gp; his "blessed" torches sell for 10 gp and are chemically treated to burn green, but provide no bonus. He keeps a few coins (2d6 gp) hidden (Search DC 18) in a loose stone in the wall of his shop.

Rakstor the Rat, male human Rog4: CR 4; hp 19; AL N; SL 4; Str 11, Dex 14, Con 11, Int 12, Wis 9, Cha 12; Bluff +8; short sword.

316. Candle Maker

The owner of this candle shop is a foreigner known as **Congmar the Heathen**. He traveled from afar to settle in the city three years earlier, and resents being hassled while he learned to communicate in the local tongue. He is a benevolent man with a heavy accent who gives free candle stubs to the poor and homeless. His tallow candles are 1 cp each; his slender beeswax tapers are 2 sp each. His wealth (20 gp) is kept on his person.

Congmar the Heathen, male human Bbn3: CR 3; hp 29; AL LG; SL 4; Str 14, Dex 12, Con 15, Int 9, Wis 8, Cha 11; Craft (candlemaking) +6; mace.

317. Chain Shop

Business is readily put aside here for a good game of dice on knucklebones, a favorite pastime of **"Gravy" Parnavy**, the owner. At any time there is a 30% chance that his gambling fixations results in a moody shout of "Come back tomorrow." Light chain sells for 1 gp per foot, medium chain for 3 gp per foot and heavy chain for 10 gp per foot. In a stuffed raven over the door lies a hidden (Search DC 25) gold chain worth 570 gp.

Gravy Parnavy, male human Ftr4/Exp2: CR 6; hp 32; AL CE; SL 5; Str 13, Dex 9, Con 12, Int 10, Wis 13, Cha 11; Bluff +3, Craft (metalwork) +5; longsword.

318. Slave Master's Guild

Ragolet is a brutal and impetuous man given to wild banqueting. His commission from the Overlord permits him to impose on all slave merchants an annual levy of their single best slave of their lot; this inspires a flurry of deals once each year as merchants try to liquidate their high priced slaves before the levy is due. His harem of **20 pleasure slaves** (Exp1) is guarded by **40 slave guards** (War1), all of them from distant lands. Ragolet's personal wealth (860 gp) is hidden (Search DC 24) in his opulent chambers.

Ragolet the Ruffian, male human Ftr9: CR 9; hp 72; AL CE; SL 7; Str 17, Dex 12, Con 14, Int 10, Wis 11, Cha 12; *+1 longsword.*

319. Tracker

Nobody in town knows the Dearthwood like **Braknor the Bushmaster**. His services as a guide can be bought for 10 gp per day; his consulting services cost 5 sp per sitting. His pack of **6 bloodhounds** (CR 1; hp 11) provides some assistance in tracking, but he mostly brings them along to secure his camp after dark. Braknor's treasure consists of a few coins (3 gp worth) and a *+1 arrow*, and is always on his person.

Braknor the Bushmaster, male human Rgr3: CR 3; hp 30; AL CG; SL 3; Str 12, Dex 14, Con 15, Int 10, Wis 13, Cha 9; Knowledge (Dearthwood) +4, Survival +7; Track, Point Blank Shot, Far Shot; masterwork composite longbow (Str 12) longbow, *+1 arrow*.

320. Saddle Shop

Horseshoe juggling is **Mithrad's** favorite trick for his customers, and most folks know him as an expert craftsman and amiable person. However, Mithrad is consumed by greed, and he fanatically hoards every coin that crosses his palm. He keeps his greed masked behind his cheerful personality, but he rarely turns down an opportunity for profit, even if it crosses the line of the law. His **15 apprentice craftsmen** (Exp1) are aware of this, but fear the hidden wrath of their employer. Saddles cost 20 gp; saddlebags are 4 gp each and harnesses sell for 2 gp. Mithrad's zealously gathered trove (2870 gp) resides beneath the floor of the shop (Search DC 30).

Mithrad the Seedling, male human Exp3: CR 3; hp 13; AL CE; SL 3; Str 12, Dex 10, Con 12, Int 15, Wis 11, Cha 15; Bluff +8,Craft (leatherwork) +8; dagger.

321. Hunter

"Rattlesnake" Colet has explored the deepest depths of the **Mermist Swamp**; his regular trips bring a steady income from the merchants who supply arcane components to spellcasters. His personal treasure (79 gp) is hidden (Search DC 25) in an unused bedroom.

Rattlesnake Colet, male human Rgr4: CR 4; hp 29; AL CE; SL 4; Str 14, Dex 12, Con 14, Int 10, Wis 10, Cha 8; Spellcraft +2; Toughness, Endurance; longsword.

322. Ferd Ferry

Ferrymaster **Ferdworthy** is nearly always accompanied by one or more of his **26 children** (Com1), who he fathered with two different barbarian wives. Known as "Ferd", his passion for Altanian woman takes him across the ford even when he doesn't have passengers, who usually consist of adventurers or merchants. The Altanians tolerate his dalliances with their women because of the traders he delivers to their side of the Estuary. Passage is 1 sp per leg each way.

Ferdworthy, male human Ftr5: CR 5; hp 35; AL LG; SL 5; Str 12, Dex 10, Con 14, Int 9, Wis 8, Cha 10; longsword.

323. Sea Rover Tavern

Nobody knows the needs of the seafaring man better than the proprietor of the Sea Rover, **"Redbeard" Retek**. An aging pirate-turned trader, Retek enlisted the aid of two of his when he opened the tavern. **Zadon the Fury** (Ftr3; longsword), his old first mate runs a small curio shop offering foreign trinkets above the counter and illicit substances below. **"Crazyman" Carg** (Ftr3; dagger) manages affairs behind the bar and offers "safekeeping" of personal effects for sailors about to embark on a voyage. The Sea Rover houses the entire crew of a single ship each night, while all other lodgers are turned away; other customers usually consist of sailors and pirates from other ships, merchants and smugglers. The remnants of Retek's treasure (450 gp) are hidden in a **banded chest** below the bar.

Redbeard Retek, male human Ftr6: CR 6; hp 49; AL LE; SL 5; SL 5; Str 16, Dex 12, Con 13, Int 12, Wis 9, Cha 10; *+1 scimitar*.

324. Diver for Hire

This shop is only open after hours; the owner/operator **Thallatharius** is usually in the water or in bed during daylight hours. In the center of the front room is a **trapdoor** (Open Lock DC 20; Hardness 5; hp 15; Break DC 18) covering a water-filled tunnel to the Estuary. In a large tub of water in the corner is Thall's pet **monstrous crab** guarding his personal treasure (160 gp). He also keeps *potions of water breathing* on hand (800 gp) for taking clients along on dives.

Thallatharius, male merfolk: CR 1/2; see the MM.

Monstrous Crab: CR 2; hp 16; see the ***Tome of Horrors*** by **Necromancer Games**.

325. Ship Magnate

A fleet of four vessels is owned by **Balinoika the Fay**, the trader who makes both home and office in this large building near the boatyard. He keeps **20 mercenary guards** (War1) and **2 ogre bodyguards** on his payroll for protection, and also keeps **14 domestic slaves** (Com1) to provide for his comfort. His personal hoard, kept buried somewhere along his shipping routes is worth 26,000 gp.

Balinoika the Fay, male human Ftr8: CR 8; hp 64; AL CE; SL 9; Str 13, Dex 12, Con 14, Int 16, Wis 12, Cha 11; Leadership; *+1 longsword*, *efreeti bottle*, *ioun stone* (pale lavender, ellipsoid).

Ogre bodyguards (2): CR 2; hp 26; see the MM.

326. Shipbuilder

Only a fraction of the laborers at the shipbuilder's yard are free, a fact which does not help the owner, **Skaronis** delivers his products on time. His crews consist of **14 apprentice craftsmen** (Exp1), **20 labor slaves** (Com1) and **10 gnoll labor slaves**. A **metal chest** holds his coffers of 480 gp, but his greatest treasure is the secret map he holds to a rumored trove located under the Sea Nymph Inn.

Skaronis, male human Ftr6: CR 6; hp 52; AL CE; SL 7; Str 14, Dex 12, Con 15, Int 14, Wis 10, Cha 12; Craft (shipbuilding) +11; longsword, *helm of underwater action*, *ring of protection +1*.

Gnoll slave (10): CR 1; hp 11; see the MM.

327. Tar Shop

A heavy petroleum smell emanates from this shop and work yard. **Ardeb the Glum** is a grim, brooding man who supplies hot tar to boatmen and packinghouses. His attitude arises from loss of his close friend and business partner to a basilisk lizard that he believes hunts him still. His 48 gp are tarred to a wall (Search DC 28).

Ardeb the Glum, male human Ftr3: CR 3; hp 21; AL N; SL 5; Str 11, Dex 9, Con 16, Int 9, Wis 12, Cha 10; Craft (alchemy) +5; longsword.

328. Fisher

"Ghouly" Mab is a sour-faced dwarf who owns three small boats and **6 gnoll labor slaves**. With the help of friends (use **mercenary guards, War 1**) **"Salty" Targas** (Ftr1) and **"Bottles" Scargre** (Ftr1) he lays nets daily in the Estuary and haul the catch to the market in the afternoons.

Ghouly Mab, male dwarf Ftr4: CR 4; hp 34; AL N; SL 3; Str 14, Dex 9, Con 15, Int 8, Wis 12, Cha 9; Dagger.

Gnoll slave (6): CR 1; hp 11; see the MM.

329. Sail Maker

The old sea captain (**Captain Blood** to locals) sits on his porch with his pipe all day and into the evening, mending sails held in leathery hands. He

tells anyone who will listen that he was aged unnaturally by a powerful cleric. His **2 domestic slaves** (Com1) and **3 daughters** (Com1) help him is his extreme age. Inside the cushion of his chair (Search DC 25) is his fortune of 60 gp, plus a map to a treasure vault in the **Majestic Mountains**. The map is illustrated with gargoyle motifs.

Captain Blood, male human Ftr3/Exp1: CR 4; hp 28; AL LG; SL 3; Str 12, Dex 11, Con 11, Int 9, Wis 14, Cha 10; Craft (sailmaker) +3; trident.

330. Red Pearl Inn

The owner of the Red Pearl is **Sylperi the Spellbinder**, a notorious prankster who plagues his guests with small tricks and "borrowed" valuables. He is willing to join an adventuring party from time to time, simply to find new targets for his practical jokes. In his absence, **Tarkal the Bartender** (Exp1/Ftr1) manages innkeeper duties with the help of **4 cooks** (Exp1), **5 serving maids** (Exp1) and **7 chambermaids** (Exp1). Even Sylperi's tricks cannot detract from the crowd attracted by **Mariena** (Brd4), a talented belly dancer. Like all taverns in this district, the Pearl attracts sailors and pirates, but the overnight crowd tends to be made up of visiting sea captains and merchants. The Pearl's **strongbox** holds 318 gp.

Sylperi the Spellbinder, male human Ill8: CR 8; hp 34; AL N; SL 7; Str 10, Dex 14, Con 13, Int 16, Wis 11, Cha 16; Toughness; *+1 dagger*.

331. Stronsa Saloon

The barman here was a foundling raised by various denizens of the waterfront district. **Carpal "the Imp"** has a hideous smile and is thought by some to be insane, but despite his erratic behavior and highly evolved sense of humor, he runs a successful business. **"Wee Mindam"** (Ftr3; longsword) is a giant of a man who acts as the Imp's bodyguard and bouncer. There are **10 female pleasure slaves** (Exp1) who deliver the drinks and **2 exotic dancers** (Exp1/Brd1) to entertain the patrons as they enjoy the only dish in the house: Carpal's signature squid steaks for 5 sp. The **cashbox** holds 75 gp.

Carpal "the Imp", male human Sor4: CR 4; hp 14; AL CG; SL 5; Str 10, Dex 12, Con 9, Int 10, Wis 8, Cha 14; Spell Focus (illusion); dagger.

332. Rope Maker

Kandoy the Pegleg sells his hand-woven hemp ropes for 2 sp per foot; a few coils of silk rope are available as well for 1 cgp per foot. Kandoy keeps his *rope of climbing* wrapped around his waist, and the rest of his personal wealth (65 gp) is stored in a basket in the attic with a **small viper**.

Kandoy the Pegleg, male human Ftr4: CR 4; hp 35; AL CE; SL 6; Str 11, Dex 10, Con 12, Int 9, Wis 18, Cha 11; Craft (ropemaking) +6; longsword, *rope of climbing*.

Small Viper: CR 1/2; hp 4; see the MM.

333. Net Maker

An old sailor named **Humar** and his **4 seafaring buddies** (Ftr1) spend their days deftly weaving fishnets as they chew tobacco and bellow with laughter at each other's tall tales. A small **cashbox** contains the profits (45 gp) of his business, but is raided all too frequently for drinking money. Nets sell for 4 gp each, repairs cost 1d2 gp.

Salty Humar, male human Ftr2: CR 2; hp 15; AL CG; SL 7; Str 13, Dex 13, Con 10, Int 11, Wis 8, Cha 6; Craft (fishnet) +4; dagger.

334. Morkoth Saloon

A crew of **10 kobold slaves** serves **"Thump" Cripir**, so named because of his inclination to thump his slaves when they misbehave. **Beardtongue** (Ftr3; longsword, map to the Temple of Git) the cook treats them slightly better, slipping them table scraps as he is able. Much of the house reserve (95 gp) is in a **strongbox** upstairs, but a gold cup worth 400 gp sits on the mantle of the fireplace disguised by a thick layer of grime and tarnish (Appraise DC 18).

Thump Cripir, male human Ftr3: CR 3; hp 21; AL LE; SL 4; Str 15, Dex 15, Con 10, Int 13, Wis 10, Cha 13; Profession (publican) +3; cudgel.

Kobold slave (10): CR 1/6; hp 2; see the MM.

335. Taxidermist

Laughing Tawm is a priest of Silvanus the forest god and spends much of his time in the wilderness leaving his shop in the hands of his halfling companion **Gabby Chiggle** (Exp3). When he is in town, the robust, laughing man offers his taxidermy services to the public (1 gp per 10 pounds of creature), as well as identifying exotic plants or animals. The silver idol of his deity dominating the small shrine is worth 600 gp, and the rest of Tawm's wealth amounts to 20 gp, carried in his pouch.

Laughing Tawm, male human Clr7: CR 7; hp 42; AL LG; SL 9; Str 13, Dex 8, Con 14, Int 10, Wis 17, Cha 12; club.

336. First Born Inn

A trio of old adventuring companions runs this inn, which caters exclusively to characters of SL 4 or higher. **Pyom** is a charlatan who bills himself as an astrologer and delights in charging up to 100 gp

for his predictions (30% accuracy). **Durdar Tawag** is a wizard and alchemist who still brews potions for sale to adventurers (15% markup over normal). **Flakis Boarck**, known as "**the Longhunter**" only rarely agrees to guide parties into the mountains (200 gp per month), preferring to recline with his pipe near the fire. With the help of **18 female domestic slaves** (Com1) and **4 mercenary guards** (War1), these three men run a hostel that is increasingly popular with adventuring parties based on the specialty services offered. The steak breakfasts (1 gp) and "all you can drink" ale nights (2 gp) are a draw as well. In addition to the guards, the doors are arcane locked after midnight. The three men have cached their valuables (1528 gp) in a **banded chest** in a storeroom.

Pyom the Charlatan, male human Brd3: CR 3; hp 17; AL CE; SL 6; Str 10, Dex 12, Con 10, Int 14, Wis 10, Cha 15; Bluff +8; longsword.

Durdar Tawag, male human Wiz5: CR 5; hp 14; AL CG; SL 7; Str 8, Dex 12, Con 9, Int 16, Wis 9, Cha 11; Craft (alchemy) +11; Brew Potion; dagger.

Flakis Boarck, male human Rgr2: CR 2; hp 16; AL LG; SL 5; Str 12, Dex 14, Con 11, Int 9, Wis 12, Cha 8; short sword, longbow.

337. Sarcophagus of Admiral Pik

This massive marble tomb is the final resting place of a legendary hero of the City State. It is zealously guarded by a powerfully built cleric, **Talienar**. He welcomes visiting pilgrims, charging them 1 sp each to help sustain his vigil. Assisting him in his lonely work is a **clay golem** sitting atop the sarcophagus in place of a statue. All gifts beyond that are deposited into a 1-foot square shaft leading to the vault below. Unknown to Talienar, thieves have tunneled into the vault from below and partially looted it; this breach in the blessed walls allowed the incursion of a **spectre** and **3 ghouls**. The vault still contains a wealth of treasure (*+1 longsword*, *ring of invisibility* hanging on the bowstring of a *+1 composite longbow*, 9,646 gp, 5,430 sp, and 458 cp), as does Talienar's **strongbox** (18 gp, 43 sp, 4286 cp, a gold lamp [1,250 gp], and a *divine scroll of true resurrection*) at the base of the monument.

Gruesome Talienar, male human Clr16: CR 16; hp 107; AL LG; SL 6; Str 13, Dex 8, Con 14, Int 10, Wis 19, Cha 14; *+1 full plate*, *+2 hammer of disruption*.

Clay Golem: CR 10; hp 60; see the MM.

Spectre (1): CR 7; hp 45; see the MM.

Ghoul (3): CR 1; hp 13; see the MM.

338. Anchor Shop

Orsoy the Miser appears vile in countenance, but he is gentle and generous despite his sour visage. His shop and the **2 apprentice craftsmen** (Exp1) he employs produce anchors and other custom iron fittings for the shipping industry. His small forge is also available for hire for special projects at a rate of 5 gp per day. Orsoy generally knows which vessels are hiring crew, where they are bound, and when they plan to weigh anchor. In the bellows of his forge (Search DC 30) is a leather pouch that holds his treasure (56 gp). His prized possession is a *necklace of water breathing* that was gifted to him by a sea elf in appreciation of his kind heart.

Orsoy the Miser, male human Ftr4: CR 4; hp 30; AL LG; SL 4; Str 12, Dex 12, Con 10, Int 13, Wis 9, Cha 8; Craft (metalwork) +8; dagger.

339. Admiral

Heroic and patriotic, **Admiral Varlik** is a veteran of many sea battles. He surrounds himself with friends and comrades (NA 2d6; lvl 1d6, Ari or any PC Class), all of them nobles (who seem to enjoy the "rustic charm" of the waterfront as a change of pace) and frequently throws lavish parties and banquets (NA 8d6). A pair of massive **metal chests** (Open Lock DC 40) support the ends of his main banquet table and also hold his personal wealth (30,450 gp). Several mercenaries (NA 1d4; Ftr5; longswords) help patrol his home and keep it safe.

Varlik the Patriot, male human Ftr10: CR 10; hp 79; AL N; SL 13; Str 16, Dex 14, Con 14, Int 13, Wis 12, Cha 9; Leadership; *+2 longsword*.

340. Marine Captain

Attention to detail and brutal punishments are characteristic of **Captain "Pigfish" Leeper**, Quartermaster and Paymaster of the Marines. He spends most of his day purchasing supplies and disciplining drunken marines. His pack of **4 dogs** and **6 marine sergeants** (Ftr3) ensure security for his office. Depending on the pay cycle, the **vault** in the floor of Leeper's office can hold as much as 14,000 gp.

"Pigfish" Leeper, male human Ftr7: CR 7; hp 57; AL LG; SL 10; Str 16, Dex 13, Con 14, Int 10, Wis 12, Cha 9; *+1 mace*, masterwork full plate.

Dog (4): CR 1/3; hp 6; see the MM.

341. Carpenter

The large **wolf** napping in the corner of this shop intimidates some customers, but **Balfor** is usually on hand to reassure them of his pet's good nature. He wears a broken platinum key (10 gp) around his neck for unknown reasons, and keeps

his money (65 gp) in a finely made **wood chest** located in the back room along with his pet **bear** and pet **snake**.

Balfor the Warped, male human Rgr3: CR 3; hp 17; AL N; SL 5; Str 11, Dex 16, Con 10, Int 13, Wis 12, Cha 15; Craft (woodworking) +7; Animal Affinity; longsword.

Wolf (1): CR 1; hp 13; see the MM.

Black Bear (1): CR 2; hp 19; see the MM.

Constrictor Snake (1): CR 2; hp 16; see the MM.

342. Barrel Maker

A former prospector known as **"Crawley"** runs his cooperage out of this small building adjacent to the carpenter's shop. In addition to selling his barrels to shippers and brewers, he sells his wealth of knowledge about dwarven lands and culture for 5 sp per question. A crew of **10 apprentice craftsmen** (Exp1) works in the shop shaping barrel staves and assembling the casks. Crawley keeps his cash (45 gp) in a stack of cobweb cloaked barrel staves in a dark corner (Search DC 18).

Qathron "Crawly", male human Ftr4: CR 4; hp 36; AL LG; SL 5; Str 14, Dex 11, Con 15, Int 11, Wis 12, Cha 10; Knowledge (dwarf lands) +6, Profession (miner) +3; Skill Focus (Knowledge [dwarf lands]); hammer.

343. Sail Maker

The manufacture of sails in this dingy shop is a pretense; a few people on the waterfront knows that this building is the base of operations for **Lumbar of Oricha** and his gang of **12 thugs** (as **mercenary** Ftr1). The regularly hire themselves out to quibbling merchants to delay shipments and waylay crews, often playing both sides of a trade dispute. In addition, they frequently extort money from the other tenant of the waterfront business district. Their cache of supplies and gold (250 gp) is hidden (Search DC 18) in a pile of mildewed canvas. Their sail making ruse allows them to escape detection, despite being next door to the marine barracks.

Lumbar of Oricha, male human Ftr3: CR 3; hp 26; AL LE; SL 3; Str 15, Dex 15, Con 15, Int 10, Wis 10, Cha 12; Power Attack, Improved Bull Rush; short sword.

344. Marine Barracks

This building is usually a bustle of activity, especially when one of the overlord's vessels arrives in the estuary. Hideous **"Dogfish" Nantar** and his aide, **Sergeant Gawin** (Ftr3) manage the movements, lodging and provisioning of **20 crossbowmen** (War1), **20 swordsmen** (War1) and **30 spearmen** (War1); these numbers increase exponentially in times of strife. An additional **10 domestic slaves** (Com1) see to the cooking and washing needs of the officers.

Captain "Dogfish" Nantar, male human Ftr4: CR 4; hp 36; AL LG; SL 4; Str 14, Dex 10, Con 11, Int 12, Wis 11, Cha 8; Iron Will; longsword. Although gentle and friendly, his appearance is enough to frighten young children, dogs, and cats.

345. Sail Bar

A squat, hairy man named **Hinkal** keeps his drinks cheap and never waters down the ale, making the Sail Bar popular with itinerant seamen. Hinkal has an ulterior motive for having well-inebriated clients at the end of the night, however; passing out in the Sail Bar carries a 30% chance of being sold to a cabal of **vampires** that visits the nearby waterfront every midnight. His **strongbox** holds 200 gp, the proceeds from his sinister transactions. A group of **4 slave guards** (War1) protects Hinkal and his **6 serving maids** (Exp1), who are known for their collection of ribald songs and sea chanteys.

Hinkal the Lizard, male human Ftr2: CR 2; hp 22; AL CE; SL 4; Str 12, Dex 15, Con 17, Int 12, Wis 11, Cha 7; Alertness, Improved Intiative; longsword.

346. Ship Builder

His shipyard is a financial success, but **Demiol the Drunkard** is given to extensive partying, much to the detriment of his coffers. Only the kind treatment of his **30 labor slaves** (Com1) and optimum wages for **20 apprentice craftsmen** (Exp1) keep Demiol in business. His *candles of truth* also help in his business dealings, and provided hours of entertainment at his raucous bashes. His cash reserve of 590 gp is stored in a small **chest** hidden inside a hollow figurehead (Search DC 24).

Demiol the Drunkard, male human Ftr4: CR 4; hp 33; AL CG; SL 6; Str 12, Dex 11, Con 10, Int 11, Wis 10, Cha 12; Craft (shipbuilding) +6; Great Fortitude; hammer.

347. Laundry

Kindly **Greun Guffaw** runs a successful laundry right on the waterfront. Her **42 labor slaves** (Com1) are kept running all over the neighborhood with large leather sacks of clothes; a few of these slaves run messages or materials for various smugglers and well (20% chance). In the bottom of her biggest vat of crude soap (Search DC 28), Guffaw keeps her sack of coins (28 gp)

Greun Guffaw, female human Ftr3: CR 3; hp 18; AL CG; SL 4; Str 15, Dex 17, Con 12, Int 11, Wis 15, Cha 10; Profession (laundress) +5; dagger.

348. Sea Nymph Inn

A dusty conch shell over the bar is actually a *horn of the tritons* which proprietor **"Hammerhead" Mihail** acquired in a game of chance and has never used. Hammerhead keeps a large staff of **15 domestic slaves** (Com1) and **5 serving maids** (Exp1) on hand to help serve the customers; as a result, he attracts wealthier and more sophisticated patrons like visiting merchants and passengers on layovers along with a steady clientele of sailors and marines. The basement holds the **strongbox** (125 gp), and is infested with **dire rats** (that periodically venture up to attack sleeping patrons at night (30% chance)).

Hammerhead Mihail, male human Ftr6: CR 6; hp 54; AL N; SL 6; Str 12, Dex 13, Con 12, Int 9, Wis 10, Cha 11; longsword.

Dire Rat (1d4+1): CR 1/3; hp 5; see the MM.

349. Sea Captain

The owner and captain of the vessel "*Laurelin*" is blind. **Anharik** "the Scourge" is assisted by his loyal group of 8 **gnoll slaves**. Blinded by a sea monster, Anharik has manifested psionic abilities to compensate for his lost sight.

Anharik the Scourge, male human Psy4: CR 4; hp 22; AL CE; Str 12; Dex 11, Con 13, Int 14, Wis 11, Cha 15; frequently uses *feel light*, and *hear light* (see the ***Psionics Handbook*** for details).

Gnoll slave (8): CR 1; hp 11; see the MM.

350. Barrack Marine

Captain "Warthog" Jodhpur and **Sergeant Vastisar** (Ftr3; longsword) are garrisoned here with a special duty. Their unit of **40 Crossbowmen** (War1), **60 Swordsmen** (War1) and **35 Spearmen** (War1) is in place to escort the clergy of the sea god from their nearby temple to the waterfront in the event of an attack. Warthog drills his men incessantly, constantly threatening demotion to militia. One of the spearmen is actually **Phebiena** (Ftr1), a disguised escapee from the Overlord's harem. The company treasury holds 200 gp and is locked in the basement armory, along with armory of 20 light crossbows, 5 heavy crossbows, 215 bolts, 55 short swords, and 47 spears.

Captain "Warthog" Jodhpur, male human Ftr6: CR 6; hp 52; AL LG; SL 9; Str 13, Dex 10, Con 10, Int 9, Wis 12, Cha 12; Leadership; longsword.

351. Sail Maker

An ale-guzzler and rumormonger, **Harar the Windbag** keeps **4 labor slaves** (Com1) hard at work stitching sails but does very little himself.

Harar the Windbag, male human Ftr3: CR 3; hp 24; AL N; SL 4; Str 12, Dex 8, Con 11, Int 11, Wis 10, Cha 8; dagger.

352. Nets

Rumor has it that **Vernik**, owner of this tiny net shop is ready to give his life savings (320 gp) to anyone who can discover the fate of his daughter. She was kidnapped at a young age by a racketeer in payment of a debt. One of the **3 old fishermen** (**freemen**, Com1) who work at mending nets knows the identity of the racketeer, but holds his information back out of spite for his employer.

Vernik, male human Ftr4: CR 4; hp 31; AL N; SL 4; Str 10, Dex 12, Con 12, Int 8, Wis 10, Cha 15; Toughness; longsword.

353. Sea Food Hearth

Battalin Talmen is a bitter old man who treats his **15 halfling domestic slaves** (Com1) with merciless ferocity. The fare here is a staggering variety of seafood, including sandshark and swordfish steaks (2 gp). Talmen's customers include marines, sailors, and pirates (NA 5d6; lvl 1d4). The exotic fare is renowned in the city, and the Hearth's **hidden cashbox** (Search DC 20) holds 214 gp.

Battalin Talmen, Male Human Ftr4: CR 4; hp 37; AL N; SL 4; Str 14, Dex 9, Con 9, Int 13, Wis 13, Cha 13; Profession (chef) +4; short sword.

354. Sea Captain

Roenar Kavin is a refined old gentleman and a veteran of numerous navies from many lands. The Overlord has offered him a special advisory commission as an expert navigator. Kavin turned down the offer of apartments near the city center and insisted that he be near the Estuary, and closer to the sea. A group of **4 domestic slaves** (Com1) serve his needs.

Roenar Kavin, male human Ftr5: CR 5; hp 38; AL LE; SL 10; Str 10, Dex 14, Con 12, Int 13, Wis 9, Cha 9; Knowledge (navigation) +5, Knowledge (seamanship) +8; Skill Focus (seamanship); cutlass.

355. Scribe

The scribe who lives here, surrounded by mounds of paper and scroll tubes is a former gladiator. **Shertak** comically dwarfs his writing desk, yet his massive, scarred hands produce elegant calligraphy and poignant verse. He earned his freedom in a fantastic battle before the Overlord, who was reportedly so pleased with the gladiator's annihilation of so many opponents at once that he had him freed on the spot. Shertak, always a lover of words has been content to stay in the city and earn his living independently, surrounded by **5 plea-**

sure slaves (Exp1) who see to his every need. He has no intention of returning to the arena, but keeps a magic sword under his mattress (Search DC 18) alongside his carefully saved cache of 220 gp.

Shertak the Gladiator, male human Bbn3/Exp1: CR 4; hp 45; AL N; SL 4; Str 15, Dex 12, Con 16, Int 11, Wis 11, Cha 10; Decipher Script +4, Speak Language: any 4; *+1 short sword*.

356. Engineer

A brilliant scholar in his youth and a successful engineer in his prime, **Krock Cordaban** has slipped into an alcoholic haze in his old age. He starts every morning with a mug of hot mead and rarely makes it through the day without passing out. Unknown to all his clients, it is his daughter **Ardorina** (Exp3) who handles most of the mechanical computations. She ably runs her father's business based on what she overhears his customers describing to him. Her love for him is undiminished by his alcoholism, and she dotes on him constantly. Their tiny **cashbox** holds 34 gp.

Krock Cordaban, male human Exp5: CR 4; hp 17; AL CE; SL 6; Str 8, Dex 9, Con 9, Int 13, Wis 10, Cha 11; Knowledge (engineering) +9; light mace.

Ardorina, female human Exp3: CR 2; hp 15; AL NG; Str 11, Dex 13, Con 12, Int 16, Wis 11, Cha 17; Knowledge (engineering) +11; Skill Focus (Knowledge [engineering]); dagger.

357. Wheelwright

Nobody on the waterfront can remember a time when **Andar** did not occupy the wheelwright's shop. This is due to his *potion of longevity* (reduces age by 10+1d6 years) that he keeps hidden (Search DC 25) in a hollow table leg. He is assisted by **craftsmen Jonnen** (Exp3), **Gimp** (elf Exp3), **Chanar Razz** (Exp2) and **Pisky Longpockets** (halfling Exp2). Only Gimp suspects the secret of Andar's unnaturally long life. In the **cashbox** are 180 gp, mostly in small change.

Andar the Immortal, male human Ftr2/Exp2: CR 4; hp 31; AL N; SL 4; Str 13, Dex 10, Con 14, Int 11, Wis 11, Cha 9; Craft (wheelwright) +7; hammer.

358. Barrack 6th Co.

The men stationed here under **Captain Koryarl** make up the wall guard for the waterfront area and man the fortifications at the End Gate. So many of Koryarl's commands are garbled by his inarticulate fury that **Sergeants Bagong** and **Agare** (Ftr3) are essential to issue coherent orders to the wall patrols. The detachment here consists of **40 swordsmen** (War1), **20 crossbowmen** (War1) and **30 longbow men** (War1). Most of the **10 domestic slaves** (Com1) that serve the officers are demoted soldiers. The officers keep a treasury of 200 gp in a **strongbox** for operational expenses.

Koryarl the Brawler, male human Ftr5: CR 5; hp 44; AL N; SL 8; Str 14, Dex 11, Con 14, Int 12, Wis 11, Cha 11; Intimidate +8; longsword.

359. Wall Captain

Vadis Croaker is one of the elite nobles of the city and has been charged with the command of the End Gate. His personal retinue always accompanies him: **Relf Vimmie** (Ari3), **Pug Bedar** (Ari3) and **Portly Komat** (Ari1). He does very little in the way of command beyond strolling the crenellated top of the gatehouse; most of the true command is in the hands of Captain Koryarl of the 6th Co. Croaker's *medallion of thoughts* reveals the soldiers' opinions of him, which often provokes outbursts of disciplinary action.

Captain Vadis Croaker, male human Ari4/Ftr2: CR 6; hp 46; AL N; SL 10; Str 9, Dex 14, Con 12, Int 13, Wis 8, Cha 12; Leadership; rapier, *medallion of thoughts*.

360. Wizard's Keep

Langwellen the Blue protects the keep, as per his oath to the Overlord, with a variety of measures. He maintains a small army of **Amazon warriors** (NA 115: Ftr3), and various conjured and manufactured monsters, golems, and simulacrums. Those that make it past those defenses (and none ever have) meet a wide variety of twisting passages, secret passages, *magic mouths*, *symbols*, and traps that make it impossible to determine where the innermost chambers of the tower are hidden.

Langwellen the Blue, male human Wiz15: CR 15; hp 59; AL LG; SL 12; Str 10, Dex 14, Con 13, Int 19, Wis 16, Cha 13; Toughness.

361. Southern Keep

Paramswarn the Red, rumored to be an uncle of the Overlord, is tasked with protection of the Southern Keep. He maintains an army of trolls, ogres, guardsmen, and conjured monsters. The 4 catapults on top of the keep are rumored to have an accuracy and distance double normal. It is a capital offence for a guardsman to leave this keep once assigned here. Nobody can be entirely sure of what terrors await transgressors in this fabled stronghold.

Paramswarn the Red, male human Wiz16: CR 16; hp 62; AL CE; SL 10; Str 10, Dex 10, Con 13, Int 20, Wis 14, Cha 14; Toughness.

The Cryptic Citadel.

Located to the north of the Summer Palace and surrounded by heavily guarded walls, the exact purpose of the black stone citadel remains a mystery to most of the populace. The citadel itself is tall enough to thrust high above the skyline of the City State, thus attracting the eyes of anyone passing by. The Overlord stores some of his wealth in locked vaults deep beneath the citadel as well as heavily stocked armories, and laboratories used by wizards in his employ. The exact experiments here are closely guarded secrets, not even the many knights guarding the citadel know exactly what takes place inside. Knights of the Inner Circle guard the outer walls (NA 2d6; lvl 4+1d4) and gate (NA 20; lvl 6+1d4). Any creature or object flying over the walls or near the citadel falls to the earth in flames, reportedly due to the still magical limb of the mortal body of a slain god known as "Emig" mounted atop the Citadel.

The interior of the citadel is guarded by demons, wizards, and other strange creatures in varying numbers. Despite the number and power of the creatures inside, these guardians are rather complacent. No attacker or intruder has ever gotten as far as actually entering the Cryptic Citadel itself. Actual rooms, treasures, and guards should be determined by the Judge.

Emig, weapon/trap: fires at any object or creature flying above the outer walls; +45 ranged (40d8 fire damage plus 40d8 force damage, range 600 ft.). Force damage extends to the ethereal plane. The weapon detects and fires upon ethereal and invisible creatures. While it only fires once per round at a particular creature, it can fire at up to 20 different targets every round.

Destroying Emig: a magical nature and special construction give Emig a hardness of 25, an immunity to all electric, acid, fire, cold, and energy forms of attack, and 2,000 hp. It fires at any creature attacking it. If actually destroyed Emig explodes in a ball of fiery energy doing 200d10 damage in a 200 ft. radius burst.

The Despot Ruins

Located along Conqueror's River north and east of the city walls a collection of rubble marks the location where two ancient fortresses once stood. Washed free of any sign of the original builders by years of exposure, the rubble above ground conceals the catacombs and tunnels beneath the ruins that remain intact. Goblins have taken over these tunnels and, as goblins prefer to dig their own holes, they have added many tunnels to the original catacombs. Many goblins live in the original ruins, while others have moved down into the newer tunnels.

Wraith Overlord: These ancient ruins lie outside the city walls and are occupied by the goblins. The ruins themselves and the sublevels beneath them and their connection to the sewers beneath the city are detailed in the Despot Ruins chapter of Part II: Wraith Overlord.

The Burial Grounds

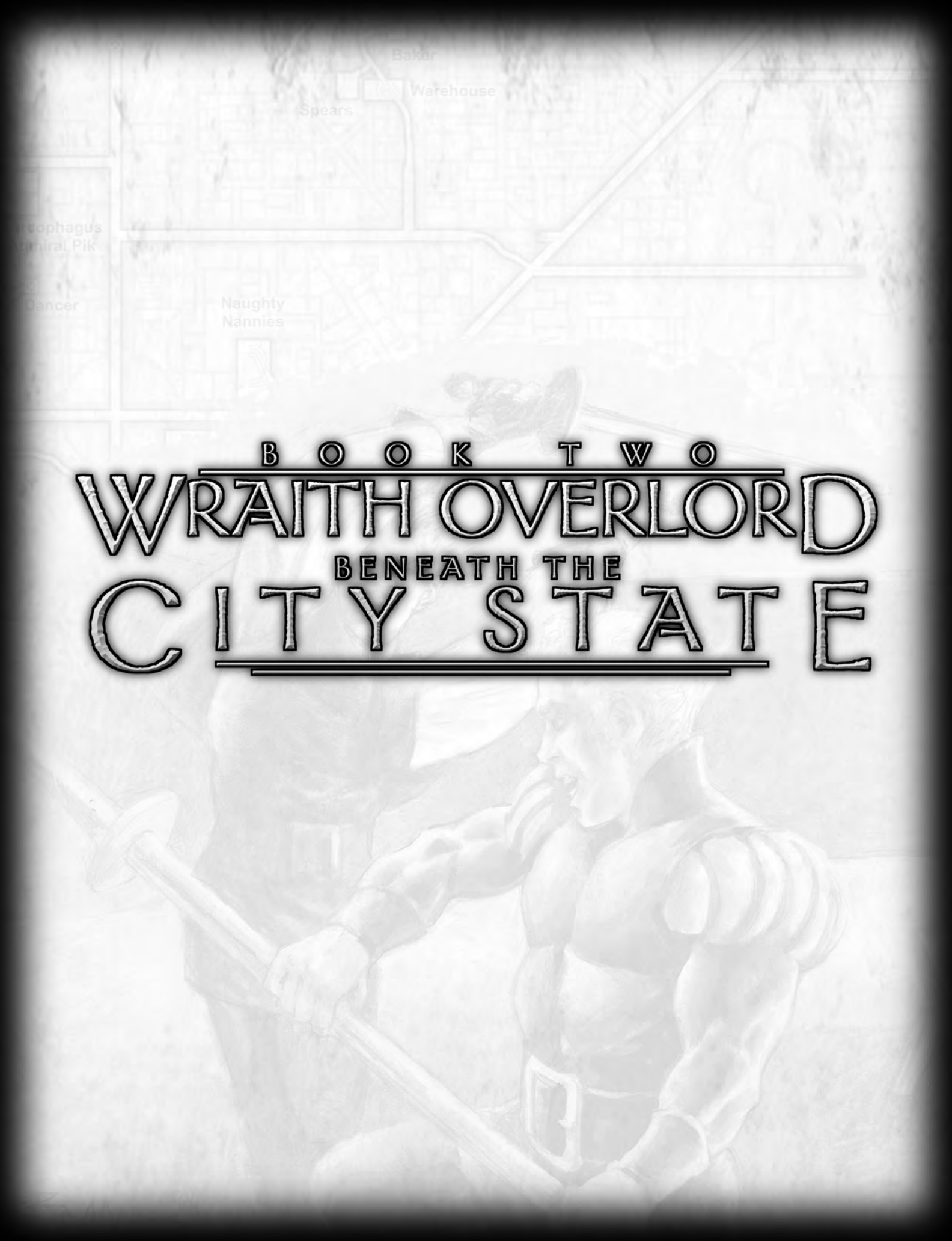
These old burial grounds have been the resting place for generations of citizens, warriors, and noblemen of the City State. Rumors of undead, and the outright fear of them, grow every few generations to the point that mobs run through the grounds destroying tombs and burial sites. This desecration has not occurred for years, yet people still stay away from the burial grounds, especially at night, because rumors of haunted tombs, ghosts, and undead frighten most people away. Many of the old mausoleums are ruined beyond recognition, but a few still stand above the wreckage of old grave sites as a dark reminder of death.

Wraith Overlord: Also present in the Burial Grounds is "The Tomb," the final resting place of the warrior Cynges-leah Dirhan which is reportedly haunted and has an evil reputation. The Tomb, and its many below-ground chambers, is detailed in Part II: Wraith Overlord.

The Watch Tower

Althought it still appears sturdy and imposing, the watch tower hasn't been used as such for several generations. It was most recently used as a residence for the Dirhan family, but is now reportedly abandoned. Few dare to tread here due to rumors of ghosts and tortured screams that issue forth from the decaying stone walls.

Wraith Overlord: The Watchtower is linked to Cynges-leah's domain (see The Tomb and the Burial Grounds). The Watchtower and its below-ground levels are detailed in the Watchtower chapter of Part II: Wraith Overlord.



BOOK TWO

WRAITH OVERLORD

BENEATH THE CITY STATE

CHAPTER NINE: INTRODUCTION TO WRAITH OVERLORD

Built on the ruins of cities from centuries gone by, the **City State of The Invincible Overlord** rests above sewers, storm drains, and dungeons, some forgotten, and others actively used by various groups in the City State. This section describes everything there now, the sewer system, basements, secret tunnels, and even the City Jail. The creatures and people inhabiting the interconnecting maze of sewers, tunnels and dungeons beneath the City State rarely see the light of day, living in a perilous world where only the strongest survive. What will happen when your PCs join the fray?

There is an active, important struggle beneath the City State. The Thieves' Guild uses the maze regularly to further its business. After ignoring this for several years, the Overlord has finally decided to do something about it. Growing bold behavior on the part of the Guild forced him to order a company of fighters to descend into the sewers and stop the thieves. His edict formed a group known as the Amazons, consisting entirely of female fighters and clerics, based near the **Silverlight Palace**. Amazon patrols enter the maze for a 6 month period of time, with a 50% survival rate.

The Assassins' Guild is also involved in the struggle. Although nearly owned by the Overlord, the Assassins' Guild has been using the maze for years on its own business and while spying for the Overlord. Jealous of the attention the Amazons receive from the Overlord, the Assassins' Guild is determined to destroy their credibility. They believe that the Overlord should have assigned the Guild the task of controlling the thieves. The Overlord, on the other hand, is not entirely sure that the assassins and thieves don't work together and feels he needs a third party to insure the job is done as he desires.

Thus, while relative peace reigns between these groups above ground, war brews below. If a member or party from one group meets a member or party from one of the other two groups in the maze, the result is an instant, all-out battle from which only one side will walk away. Of course, any of the three groups consider anyone they do not know to be part of one of the opposing sides. These groups add to the hazards faced below the city, but often can not compare to the strange creatures and individuals found in the various dungeons and passageways.

USING *WRAITH OVERLORD*

While the locations, creatures, and items described below do include various political and religious battles and interesting treasures, no overlying "plot" is given here. There are many ways the PCs could become involved in the maze of sewers and tunnels beneath the City State, political developments, rumors of treasure, bold rescues, or battles against evil creatures are but a few. The Judge is encouraged to let the PCs make their own decisions about where to go, and why, and simply act as a referee of the various battles and events that then occur. A vast number of rumors and legends about various items beneath the City State can be gathered in the numerous taverns, shops, and inns (See Chapter 2) to aid the PCs on their journeys.

As would be expected, there is a wide variety of creatures and individuals beneath the City State, some far more powerful than others. While no location is specifically designed as a "death trap," the wary traveler should always be ready to flee in order to live another day. Although Encounter Levels are calculated for your use, no effort has been made to maintain a certain consis-

tency or plan for PCs of certain levels. At the same time, a cautious party should always be able to retreat. Groups that insist on "clearing the level" shall almost certainly meet a sticky end.

Descriptions of the various rooms and items are left deliberately vague. Add description and detail where you see fit, make these areas, like the City State itself, your own. Remember, the City State of the Invincible Overlord stands above the ruins of many cities, add or subtract new dungeons or places of interest as you see fit, whether they are ancient tombs, forgotten halls, or treasure laden vaults, there is always a place beneath the City State for more danger.

Organization

Each of the chapters following this covers an entire dungeon area. Rumors hinting at the existence of some of these dungeons are often heard in the bars and taverns above ground, but few people know the exact location and nature of these places. The Judge should feel free to alter any dungeons presented here through the addition of different creatures or other elements to give them a "personal" touch. Appendices at the end of the book cover the magic items, and new monsters found throughout these dungeons. As always, the Judge is free to change or substitute different items or monsters that better fit their game world.

Random Encounters

A table is provided here for random encounters beneath anywhere beneath the City State that is connected to the tunnels and sewers. The Judge should use reason, if an unlikely encounter is rolled it should either be ignored, or re-rolled. Unfortunately for the PCs, the sewers and tunnels beneath the City State are a virtual breeding ground for foul creatures. Further information for some of the random encounters is provided below. Some of these encounters involve NPCs with character classes (described below), in such cases the Judge can use tables provided in the *DMG*.

Random Encounters

Every 2 hours spent in the tunnels, sewers, and dungeons beneath the City State there is a possible random encounter. The judge should roll 1d20 and determine what that encounter might be on the table below. Some of these possible encounters are described further in the running text and others involve creatures found in the **MM** or in the New Monster Appendix.

1.	1d6 **Adventurers**
2.	2d10 **Dire Rats**
3.	2d4 **Giant Spiders** (Medium)
4.	1d4 **Temple Spiders** (Large), see the Monster Appendix
5.	1d4 **Wraith Spiders** (Large), see the Monster Appendix
6.	3d4 **Suchfed**, see the Monster Appendix
7.	2d6 **Ongki**, see the Monster Appendix
8.	1d2 **Baboons**
9.	1d4 **Berserkers** (Brb level 1d4 each), see the Generic NPC Appendix
10.	1d3 **Crocmen** (Ftr level 1d4 each), see the Monster Appendix
11.	1d3 **Gosa**, see the Monster Appendix
12.	1d4 **Ounga**, see the Monster Appendix
13.	2d4 **Zombies** (various creatures and sizes, Judge's discretion)
14.	2d4 **Goblins**, normally from the reservation outside the city
15.	1d4 **Skeletal Thieves** (Rog level 1d4 each), see the Monster Appendix
16.	1d4 **Assassins**
17.	1d4+2 **Amazons**
18.	1d4 **Thieves** (Rog level 1d6 each)
19-20.	No Encounter.

If an impossible encounter is rolled, it should be ignored or re-rolled

Adventurers

The PCs are not the only people seeking wealth and glory beneath the City State. Other adventurers are here as well. Anyone traveling beneath the City State is used to be attacked by creatures and people, resulting in a tendency to attack first and ask questions later. These adventurers are usually level 1+1d4 and vary among the different classes. They often work well together, and can be terrible adversaries, at the same time; the PCs might find themselves able to negotiate their way out of combat. The Judge should use the *DMG* to generate these adventurers.

Assassins

These assassins are sent by the Assassins' Guild to find out not only what the Thieves' Guild might be up to, but also to discredit the Amazons the Overlord has tasked with controlling the Thieves' Guild. Any humanoid group they see is attacked immediately and the resulting fight is to the death. This group generally consists of several Rog1 NPCs as well as a Rog5 NPC leader. The Judge can use the tables provided in the *DMG* to help create these assailants. Other sources for Assassin classes and prestige classes are available as well, the Judge is encouraged to use any source they feel fits best with their game world. Only one group of assassins is met during any particular week.

Amazons

This group of entirely female warriors consists of a Clr3 that takes care of healing and supporting the Ftr4 leader and her Ftr2 assistants. If using the ***Player's Guide to the Wilderlands,*** many of the Amazons will be Amazon Warriors. While usually equipped with spears, the amazons have found that composite shortbows and short swords are more effective weapons in the close confines of the tunnels and sewers. These women presume that any group of individuals is the enemy and make a full, all-out attack, that only ends when all of them, or all of their opponents are dead.

Thieves

Thieves regularly use the tunnels and sewers to get different places in the City State. If vastly out-numbered they do their best to flee, using their knowledge of the tunnel system and ability to hide to their advantage. Otherwise, they attack and fight mercilessly, using their sneak attack ability whenever possible. They also do their best to split up parties by running in different directions. A party of thieves varies in level. If only one thief is present they are Rog level 1d4+3. Two thieves are level 1d6 each and three or more thieves are level 1d4 each.

Other Encounters and Dungeons

The vast network of tunnels and sewers constantly opens into "new" tunnels forgotten or closed over, and has cave-ins and collapses that change the nature of the complex network of tunnels. Tunneling goblins can also introduce new elements into this network. The Judge is welcomed to add new dungeons or dungeon levels to the existing network of tunnels and dungeons presented here.

CHAPTER TEN: CITY JAIL

The City Jail exists above ground and is detailed at location 88 of the City State. See Part I: The City State for more details on the above ground jail. More secrets, however, lurk beneath the jail.

Prisoners are chained and sorted by social level for placement in dungeons. Individuals of high social standing (SL 10+) are taken to the upper level where they are given clean, though small, cells and menus and generally treated with a great deal of respect. Criminals, and all who are imprisoned here are considered to be guilty of something, of moderate social standing (SL 6–9) are taken to the basement cell area, and prisoners of low social grace (SL 1–5) are placed in the lowest level dungeons.

Upper Level

The only prisoners treated with any modicum of respect are those that could be called the high society prisoners. Highly respected members of society (SL 10 and higher) are given 25 ft. square clean, furnished "cells" possessing large windows or skylights and allowed to order their meals from a menu including 10 entrees. Two things keep the atmosphere from being that of a hotel: the guards and the bars on the doors. Each cell has a niche beside the door to hold an oil lamp, although one isn't always provided, and there are rings set in the back walls to attach chains, but few have ever been used.

A. Guardroom

The 50 ft. square room has plenty of room for the **20+1d10 constables** (War 1d2; maces) that stand watch here. Two long tables and numerous benches are provided for their use. Most of them enjoy the easy job and simply sit around chatting or telling stories. Four **metal-covered oak doors** lead into the room. The door in the northeast corner leads to a stairway to the ground floor and is generally unlocked. The remaining doors in the north, west, and south walls lead to cell-lined hallways and are always locked. One of the constables in the room has a key and one of the keys in the Superintendent's office can be used to unlock these doors as well.

Metal-Covered Oak Door: 2 in. thick; Hardness 8; hp 40; Break (DC 28); Open Lock (DC 25).

Prisoners

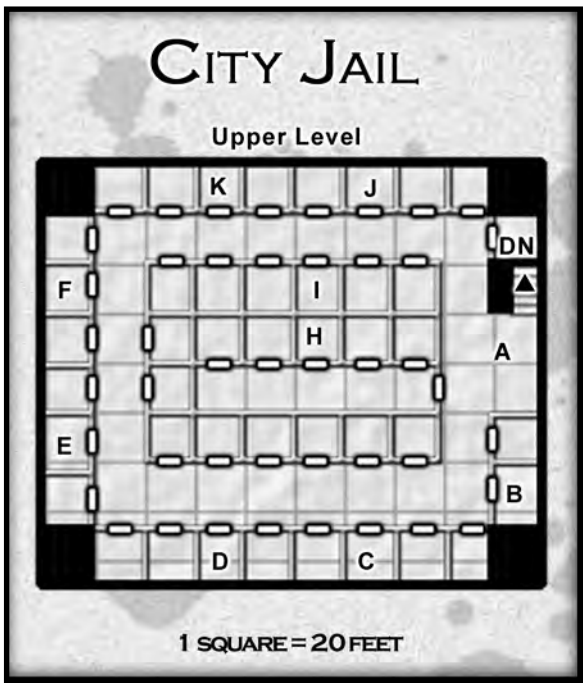
There are 10 prisoners on this level. Each prisoner is described at the location of his or her particular cell.

B. Fijind (EL 7)

Fijind is the son of a soldier and received early military training. He was quickly apprenticed to a weaver when it became obvious that he would remain small. Although angry about not being allowed to be a soldier, he learned the weaver's art quickly and soon became fascinated with the interplay of the threads he was using. The slow growth of patterns while weaving seemed almost magical to him giving him a deeper love and understanding of his art. As he aged, Fijind advanced in skill and position until he is now a very wealthy cloth merchant. He is in prison on a false charge of smuggling made by a competitor who claimed he was sneaking products out of the city without paying export taxes on them.

Fijind is about 5 ft. 2 in. tall but very broad shouldered. At 40 years old, his short red hair and beard are touched with small streaks of gray. He claims that his brown eyes are "old and weak" and that he has forgotten all of his early military training, but if he were forced to pick up a sword it would come back to him very quickly.

Fijind, male human Ftr3/Exp5: CR 7; hp 46; AL N; SL 10; Str 16, Dex 14, Con 12, Int 13, Wis 11, Cha 13.



C. Berzik (EL7)

Berzik's father was an assistant butcher, and had no extra money to give his youngest son for specialized training. This forced Berzik to turn to thievery. Although caught a time or two, his white-blond hair and blue eyes made him look so innocent that it was always just marked down to boyish pranks and he was sent on his way with a stern warning. Although his hair stayed light as he grew older, the innocence soon faded from his blue eyes. By this stage he became skilled enough that he did not get caught. He also became more sophisticated, targeting wealthier and wealthier targets. Romancing the youngest daughter of a rich and influential merchant put him in a position to encounter many of the rich and powerful. Berzik's success put him at odds with the Thieves' Guild, which he had never bothered to join so they set out to bring about his ruin. Berzik invested his ill-gotten gains wisely, however, and soon became wealthy enough to pay off the Guild and retire from active thievery to send time organizing more high class crimes such as drug peddling, smuggling, and blackmail.

Still involved with the merchant's daughter, Berzik also frequents less savory taverns and inns and ladies of the evening. This dual life put him in touch with both levels of society furthering his career as a crime lord. Unfortunately, one of his recent extortion attempts backfired due to the efforts of a spurned serving wench. Unless something miraculous happens to effect his release, he faces the prospect of having his career as a crime lord, and his life, ended at the tender age of 24.

Berzik is 5 ft. 5 in. tall and is well-muscled, weighing in at 170 pounds. His macho, charismatic image helps conceal his secret fear of snakes. When he was a child his sister was bitten by a poisonous snake and died in agony before he had a chance to get help. He keeps his light hair cut short and a stubble of a beard is now growing on his usually clean shaven face.

Berzik, male human Rog7: CR 7; hp 27; AL CE; SL 10; Str 14, Dex 17, Con 11, Int 11, Wis 13, Cha 16.

D. Mathgi (EL9)

Mathgi, is a noble, although he has no title or land. He is the third son of a Count and spent his youth learning such things as falconry, writing, and astronomy. When it came time to choose a career for him, he was sent to train as a naval officer. Now 46, he is captain of a small warship, a position he obtained as much by sheer survival as skill. He has seen a great deal of action and is a fair leader. Mathgi is an impressive man to behold, spindly thin and standing 6 ft. 8 in. tall. His dark skin is highlighted by his long, jet-black hair, piercing black eyes and small mustache. Mathgi is incredibly thin because the mere thought of food makes him nauseous. He often goes for days with nothing more than a few goblets of wine, generally only eating at the ceremonies and parties his position requires him to attend. Even then, he only eats enough to satisfy protocol. He is presently being held pending the investigation of a duel in which another naval officer was killed and is likely to be released soon.

Mathgi, male human Ari4/Ftr6: CR 9; hp 44; AL N; SL 11; Str 12, Dex 15, Con 9, Int 14, Wis 13, Cha 15.

E. Ryongshu (EL6)

Ryongshu was given to the priests of Odin as an infant without ever meeting his parents. He assumes he is the illegitimate son of a member of the Overlord's Court because, at age 20 he was called to become a cartographer at the Court which, since he had no idea the job was open, suggests some hidden influence at court. Either the influence continued to operate or the Overlord liked him because he became head cartographer in a mere 5 years. He may deserve the job, for he does do good work, but several others might have been more deserving.

Ryongshu is a strange person. Everything he uses must have been used by someone else first. All of his clothing is second hand and he refuses to touch a pen or ink bottle until it has been used at least once. He is also severely claustrophobic and refuses to enter the private office provided for him. This works slightly in his favor because those under him see it as an attempt to stay in touch with them, as a result he is highly respected by those under him and the work is done quickly and well.

Ryongshu looks like a man who desires simplicity. He wears old clothing with few designs or adornments and walks with an old staff. His physical appearance is impressive; he stands 6 ft 9 in. tall and weighs just over 250 lb. His dark complexion, light brown hair and eyes, make him easy to identify in a crowd.

Unfortunately, everything that has happened to him, the unexpected call to court, the rapid rise to Head Cartographer, and the devotion of his workers, convinced Ryongshu that he is a very special person. While he may indeed be special, he is not special enough to give orders to the Overlord. He is presently facing trial and execution (a sure thing) for high treason.

Ryongshu, male human Clr3/Exp4: CR 6; hp 38; AL LN; SL 11; Str 11, Dex 14, Con 12, Int 15, Wis 16, Cha 14.

F. Zishun (EL7)

Zishun, like Ryongshu, does not know who his parents are but, unlike Ryongshu, he had no kindly clerics to raise him. He grew up as a street urchin and survived only by his wits and the strength of his arm. Indeed, often the only thing that saved him was the fact that he was left handed so his attacks came from an unexpected quarter. By age 10 he was a member of the Assassins' Guild. He prospered and was able to retire after purchasing a controlling interest in a silver mine at age 25. Since then he has lived as a gentleman, but still always wears a light mail shirt under his clothing and carries two daggers in easy reach.

At 6 ft. 1 in., Zishun is a large man, especially with the weight he has put on since retirement. Despite his size, he still moves with fluid grace at 38 years old. His short black hair and mustache are faded slightly by the same sun that has bronzed his skin. His eyes are normally brown, but seem more green when his emotions run high.

The daughter of one his neighbors sneaked into his house to avoid some deserved punishment. When the father discovered her whereabouts, he charged Zishun with kidnapping and rape. Despite being completely innocent, Zishun is in a great deal of trouble. The daughter is supporting her father's allegations to avoid further, harsher punishment.

Zishun, male human Rog5/Asn2: CR 7; hp 41; AL NE; SL 10; Str 16, Dex 15, Con 14, Int 11, Wis 13, Cha 9.

G. Baika (EL3)

As a Master Musician, Baika's father could afford to set his sons up with good jobs. He secured a position for Baika as a clerk for a prosperous merchant. The boy had the intelligence and charm required of a merchant, and was soon a junior partner rather than an employee. He received part of his pay in goods and was allowed to choose what goods he wanted as pay, as well as where to send them. His employer wanted his workers to learn the business and felt this was the best way to teach them. Baika chose well and by age 30 was able to start his own merchant ventures. He remains on good terms with his former employer.

He is now 49 years old and very wealthy. He is also rather fat, weighing in at 191 lbs but only 5 ft. 4 in. tall. He has short, brown hair and green eyes and a thin black mustache.

Despite protestations of his innocence, Baika was arrested along with Berzik (Area C) under charges of extortion. Neither of the men realizes the significance of the fact that they were placed in cells almost directly across from one another. The cell across from Baika is occupied by an agent of the Overlord who hopes to pick up evidence by listening to them. So far they haven't said anything incriminating.

Baika, male human Ftr1/Exp3: CR 3; hp 16; AL CN; SL 11; Str 13, Dex 10, Con 9, Int 13, Wis 12, Cha 14.

H. Daxong (EL5)

Daxong is another man that started out low and worked his way up. His mother was a prostitute and, of course, he has no idea who his father was. He grew up in the brothel and ran errands to earn his keep. As he grew older he became a bouncer that used stealth rather than force. Two years ago his boss was killed and he immediately took over the brothel. Since then he opened a second brothel and is doing quite well financially. He was arrested for kidnapping because it is rumored that some of his girls do not work willingly. In truth, the charge, arrest, and imprisonment are courtesy of a nobleman whose manhood was ridiculed by one of his girls.

Daxong is 34 and keeps his head clean-shaven. His dark complexion, 6 ft. 3 in. height, long brown beard, and the gold ring in his right ear combine to give him a rather barbaric appearance. He is not doing well in jail because he happens to be afraid of the dark.

Daxong, male human Rog5: CR 5; hp 25; AL CN; SL 8; Str 11, Dex 16, Con 13, Int 11, Wis 9, Cha 11.

I. Dazoyosht (EL3)

As the first son of a gentleman farmer, Dazoyosht has had a fairly easy life. He was trained to take over the farm from the time he was old enough to walk. He also received elementary training as a soldier as part of the militia. His farm has done well, and he now spends most of his time in town. He is 44, with light brown hair and blue eyes and his skin is deeply tanned from his time in the fields. He is 5 ft. 3 in. tall and weighs 167 lb. He is presently under arrest in connection with the murder of a noble that happened to occur on his property. Completely innocent, he suffers here because the main investigator in this case simply doesn't know what to do next.

Dazoyosht, male human Ari3/War1: CR 3; hp 22; AL CN; SL 12; Str 12, Dex 11, Con 10, Int 13, Wis 10, Cha 13.

J. Sir Eufoe (EL11)

Although Eufoe happened to inherit his title as a knight, he would undoubtedly earned it if it had not been inherited. He is a veteran of many battles and has fought courageously. He has even written a treatise on tactics which is used to teach young nobles. He rarely visits the small parcel of land that accompanies his title and keeps it worked by slaves and one overseer.

Sir Eufoe is overwhelmingly paranoid, a fact that exhibits itself in many ways. The most visible is his shocking emaciation brought about by his fear of being poisoned. Although he is 6 ft. 1 in. tall, he weighs only 121 lb. Iron gray hair cropped close to his skull highlights his brown eyes that are shadowed by dark circles, and his cheekbones thrust from his face as if they are trying to break free. This paranoia also manifests itself in the fact that he lives in a suit of chainmail and practices to improve his already impressive skill with a sword each and every day. Any change to his surroundings is seen as being part of a plot to "get" him.

Until recently, his paranoia has been completely misplaced. Unfortunately, his paranoia has put him in a bad position. He went to the Court Chamberlain to request an audience with the Overlord. When his request was denied, he became convinced the Court Chamberlain was plotting against him and struck the Chamberlain with a closed, mailed fist. Of course, he was immediately arrested and now sits shivering in his cell waiting for "them" to come and kill him. As his crime is considered treason, "they" undoubtedly will.

Sir Eufoe, male human Ftr11: CR 11; hp 87; AL LN; SL 12; Str 17, Dex 12, Con 14, Int 10, Wis 8, Cha 11.

K. Rixju (EL5)

Rixju is Sir Eufoe's son, but neither is aware that the other is being held. Rixju is in the navy and has not seen his father in 6 months. He is a junior officer on a warship and has been doing his best to emulate his father's military success and hopes, eventually, to become an Admiral and pen books on naval tactics. Well aware of his responsibilities as a land owner, he takes study of agriculture and care of his parcel of land far more seriously than his father. Rixju is a skilled archer that makes his own arrows and is presently Commander of Archers on board his ship. A skilled leader, many of his elders already call him his father's son.

His knowledge and experience would be fitting for a much older man, yet Rixju is merely 23 and subject to fits of youthful exuberance. He is being held for brawling, mostly because he was knocked unconscious and couldn't get away. Rixju is fair skinned because he has only been in the navy a short while. His black hair, brown eyes, and strong features are reminiscent of his father's if his father were well-fed. He stands 6 ft. 3 in. tall and is very broad shouldered, weighing in at 197 lb. Fortunately, he does not share his father's quirks though he is afraid of heights and snakes, fears that he is doing his best to overcome.

Rixju, male human Ari3/War3: CR 5; hp 39; AL N; SL 11; Str 13, Dex 11, Con 12, Int 13, Wis 10, Cha 15.

Basement Level 1

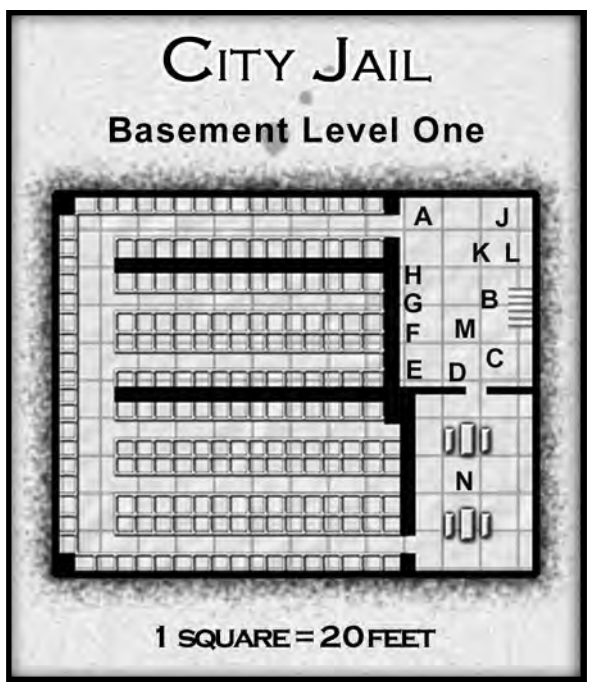
The basement of the City Jail houses a vast torture chamber as well as cells for members of the middle layers of society (SL 6–9). Most of the prisoners held here are minor merchants, shopkeepers, craftsmen, or property owners of some type that fell afoul of the law. Although important enough to merit better food and chambers than the lowest members of society, the accommodations are far from comfortable and the constables make no particular efforts to process paperwork allowing those with minor infractions to go free.

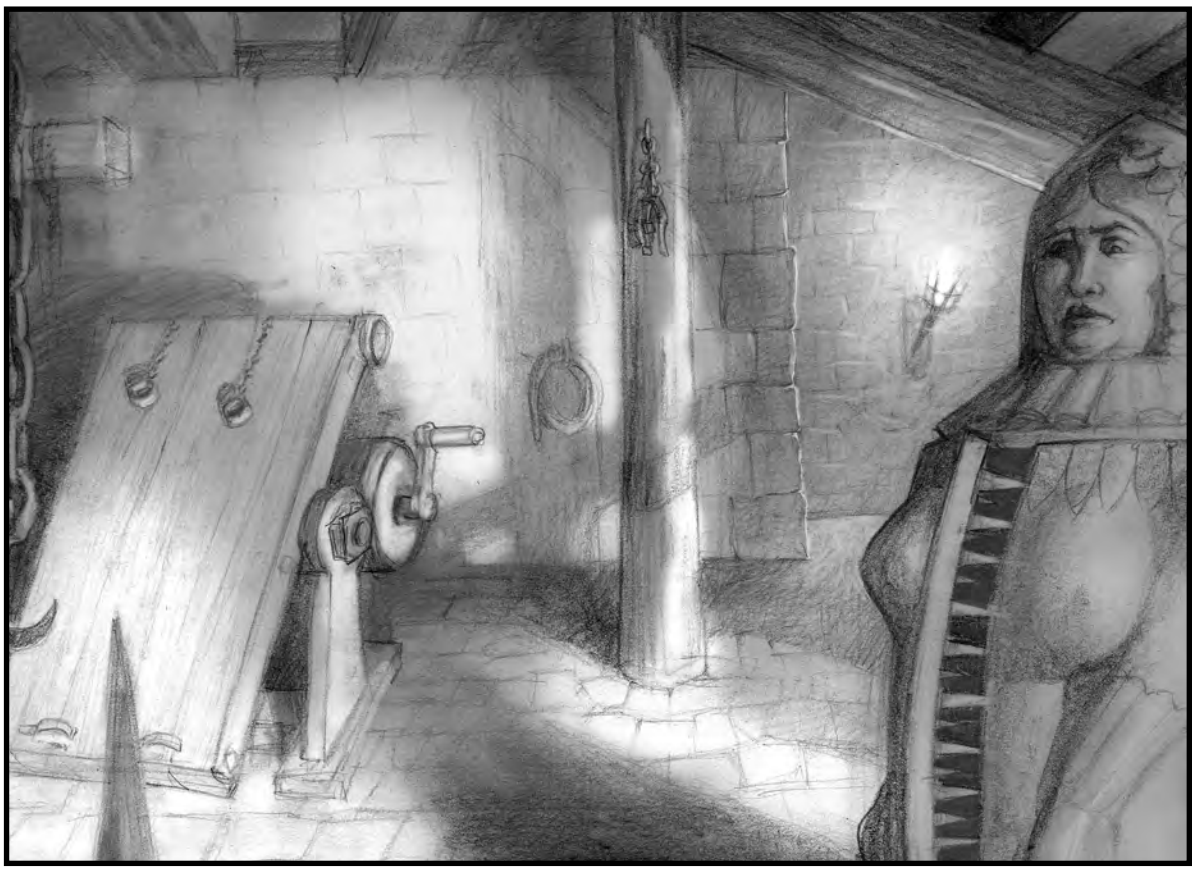
A. Stairs

These stairs lead up to the ground level. They are made of heavy wood beams worn smooth by the travel of many feet.

B. Stairs

This set of stairs leads down to the sub-basement (Basement Level 2) and are made of solid rock. The two sets of stairs were intentionally put on opposite sides of the vast Torture Chamber to force prisoners to walk through it.





The Torture Chamber

This chamber is filled with horrible devices designed to help a criminal come to terms with all of their crimes. It is specifically designed to look, smell, and feel terrible. It works. Prisoners have been known to turn pale and begin admitting to their most horrid crimes before the devices even see use. The master torturers are quite certain they have never questioned an innocent victim. It is up to the Judge as to whether or not this room is seeing use, or if a PC somehow ends up a victim here. Variant rules for interrogation and torture can be found in Chapter 2.

C. Rack

This common, easily identifiable interrogation aid is a 10 ft. long, 4 ft. wide table with a windlass at one end. Ropes are attached to the victim's arms while their legs are secured to the opposite end of the table. The winding mechanism is clean and well-oiled and the ratchet mechanism designed to keep tension constant is in good repair.

D. Impalement Stake

As with many devices here, full details of the use of this item is left sketchy out of regard for those with weak stomachs. This is simply a 6 in. diameter post that is 4 ft. high and ends in a dull point. Those truly curious about details of its use should read about Vlad the Impaler.

E. Rat Cage

This cage is a type of holding pen in the corner. Thick wire netting confines almost 200 normal rats to the small area. The constant screeching and scrabbling of the rats cloaks small sounds, but loud noises or voices are easily heard in Area N (below).

F. Whipping Post

This 2 ft. diameter post stretches from floor to ceiling and has a set of wrist chains approximately half way up the post. The back of the pole is scratched and the front is stained with blood.

G. Iron Maiden

This particular "Iron Maiden" is made of wood, brass, and leather. It is a roughly man-shaped device standing about 7 ft. tall and 4 ft. in diameter. It splits into two nearly identical parts, the front being distinguishable only by the presence of a 1 in. x 6 in. slit. Inside both halves are brass spikes that leave just enough space to accommodate a medium-size humanoid when closed. Once inside it is impossible to move without causing pain or injury.

H. Cruciform

This is essentially a pole similar to the whipping post only a crossbeam has been spiked to it about 9 1/2 ft. above the ground. Prisoners are tied by the arms to the crossbeams and left to hang without any additional support.

I. Barred Door

This door leads into the area of the cells (Area O, below). It is made of 2 in. thick iron bars spaced 6 in. apart with a top and bottom plate and two cross pieces. The door opens to keys held only by the superintendent and one of the constables in the Guardroom (Area N, below).

Barred Door: 2 in. thick; Hardness 10; hp 60; Break (DC 28); Open Lock (DC 30).

J. Discomfort Cells

These are similar to the iron maiden in purpose, but work on a different basis. They are made of wood and are 4 ft. tall, 3 ft. wide, and 2 ft. deep with a 1 in. by 4 in. vision slit in the front. It is impossible for a medium humanoid to find a comfortable position inside one of these cells.

K. Cauldron

This large, oil-filled kettle always has a small fire beneath it keeping the oil warm. This speeds up the time required to prepare it for use. A layer of frothy scum coats the oil, a hint of what it has been used for in the past and rusty metal hook in the ceiling above is clearly used to suspend or lower prisoners. A small vent in the nearby wall carries smoke out of the room with an efficiency that seems almost magical in nature.

L. Brazier

This fire is also kept smoldering. It burns in a large metal bowl standing on a 3 ft. tall tripod. Several pokers and branding irons rest in the fire, most are simple metal bars but one has the letter "T" on the end and is used to brand anyone convicted of thievery two or more times.

M. Main Table

A prisoner requiring special attention or treatment is placed on this table with their arms and legs tied to four large iron stables in the corners of the table. Beside the table stands a stool on which the artist may sit and a 5 ft. square table holding a wide variety of tools. The tools include pinchers, thumbscrews, candles, tweezers, hammers, a bag of salt, a small crucible of lead, fishhooks, long feathers, funnels, and a selection of very sharp knives and needles. Hanging off the side of the main table are various whips and rods and a large barrel of water stands off to one side.

N. Guardroom (EL10)

This is where the **21 constables** spend most of their duty time. A rack on the east wall holds their weapons and two tables stand in the center of the room. Generally, the constables spend their time playing cards or sleeping. Every 15 minutes or so someone gets up to check the fires in the Torture Chamber or to take a stroll through the halls of the Cell Area. Guarding the jail is a rather easy, boring job that mainly consists of being there when someone tries to break in or out. On the other hand, if a constable ever stops to think about it, he fervently hopes the job stays very boring.

Duty Sergeant, male human Ftr4: CR 4; SZ M Humanoid [Human]; HD 4d10+8; hp 37; Init +0 (Dex); Spd 30 ft.; AC 14 (+4 chain shirt), touch 10, flat-footed 14; BAB/Grap +4/+6; Atk +8 melee (1d8+5, heavy mace); AL N; SV Fort +6, Ref +1, Will +1; Str 16, Dex 10, Con 14, Int 9, Wis 11, Cha 10.

Skills: Climb +8, Jump +8. *Feats:* Cleave, Improved Sunder, Toughness, Power Attack, Weapon Focus (heavy mace), Weapon Specialization (heavy mace). Climb and Jump skills reduced by –2 armor check penalty.

Languages Known: Common.

Possessions: Chain shirt, heavy mace, alarm whistle, ring of keys to the lower cells.

Constables, male and female human War1 (20): CR 1; SZ M Humanoid [Human]; HD 1d10+2; hp 12; Init +0 (Dex); Spd 30 ft.; AC 12 (+2 leather armor), touch 10, flat-footed 12; BAB/Grap +1/+3; Atk +4 melee (1d8+2, heavy mace); AL N; SV Fort +4, Ref +0, Will +0; Str 15, Dex 10, Con 14, Int 9, Wis 11, Cha 1o.

Skills: Climb +6, Jump +6. *Feats:* Cleave, Power Attack, Weapon Focus (heavy mace).

Languages Known: Common.

Possessions: Leather armor, heavy mace, alarm whistle, ring of keys to the lower cells.

O. Cell Area

The rest of this level is taken up by 207 10 ft. square cells each containing a cot and a pail for necessary functions. Doors to the cells are made of oak with a metal plate riveted on the inside. A 6 in. square window with a pair of vertical and horizontal bars allows limited sight of what is inside the cell and allows in a small amount of light. The only light is provided by the pair of torches flanking each entrance to the area unless a guard happens to walk by with a torch.

About 2 out of every 3 cells is occupied, each by a single prisoner chained by the ankles to the back wall. The chains are 10 ft. long and are designed more to prevent escape than to restrict movement of the prisoners. The **duty sergeant** for this level and the **jail supervisor** each have keys to all cells and chains on this level. Some notable prisoners are described below.

Cell Door: 3 in. thick; Hardness 5; hp 30; Break (DC 25); Open Lock (DC 28).

Manacles and Chains: 1 in. thick; Hardness 10; hp 30; Break (DC 28); Open Lock (DC 30).

O1. Opapo (EL2)

Opapo, like his father before him, is a mercenary. He is the commander of 10 men while his father was never more than a trooper. Although his father trained him, he was very upset when Opapo decided to follow in his footsteps. His father's fears seem to have been well-founded as he is presently being held for killing a man in a fight. He now faces a death far different from his father's, who fell in battle.

Opapo's fear of dirt, mold, and contamination make his stay here particularly miserable. This fear is probably due to a childhood of following the army camps. He, his mother, and his four siblings were constantly covered with dirt, lice, and often rat bites. He had to stand by helplessly watching his mother and two of his brothers die of fever. He then swore he would die in battle, an oath he appears unable to fulfill.

Opapo is 38 years old with long brown hair and black eyes, and stands 6 ft. 5 in. tall. He is slim, muscular, and surprisingly intelligent, though he is subject to fits of rage similar to the one that caused him to end up here.

Opapo, male human Ftr2: CR 2; hp 21; Str 17, Dex 12, Con 16, Int 15, Wis 9, Cha 11.

O2. Otte (EL5)

Otte is the son of an elven knight and comes from somewhere to the south; he never mentions where. He also never discusses the fact that he left home followed by a hail of arrows fired by his father and two brothers. One arrow caught him in the shoulder and his left arm has been stiff ever since.

Up to that point Otte spent his entire life in the woods where he lived and had never seen the full light of the sun. When he first saw it, it was an unpleasant surprise, and to this day he avoids sunlight if possible. He is capable of going out in sunlight, and functions normally, he just isn't happy about it.

His love of the night, and the fact that he left home with nothing but a dagger, tunic, belt, and pair of breeches, caused him to turn to thievery. He is especially good at hiding and sneaking, part of the reason for his presence in jail. One night while he was out and about he saw a city official meeting some unsavory looking characters. An attempt to turn this to his advantage through blackmail quickly discovered that the official was acting on orders of the Overlord.

Otte is more philosophical than most about his imprisonment because he enjoys the darkness. His crime is also unlikely to garner him an execution. Otte is a slim, 90 year old elf with white hair and black eyes that stands about 5 ft. 1 in. tall. During his travels he has served as a woodsman, vagabond, merchant, scribe, and physician.

Otte, male elf Rgr2/Rog3: CR 5; hp 18; AL CN; Str 11, Dex 19, Con 9, Int 11, Wis 10, Cha 12.

O3. Uzishoc (EL7)

His childhood as the only son of a forester came to a quick end when Uzishoc accidentally started a forest fire. Without any useful training, he turned to the life of a mercenary soldier. Surviving the early years, he quickly became a dangerous fighter. His latest job was as guard commander for a noble. He was fired due to a difference of opinion with his employer about the type of defenses to adopt against a siege. The noble wanted to try some new ideas while Uzishoc preferred more traditional methods. Afterwards, he came to the City State in search of a new employer.

Once again, arrogance got him in trouble and after 25 years as a soldier his luck finally ran out. He killed a fellow drinker over a minor insult and was instantly arrested. Now at 40 years old, he rots in jail awaiting trial. He has reddish brown hair and brown eyes, a sturdy, muscular build, and his skin is bronzed from years outside on the march. Although he stands only 4 ft. 7 in. tall, his muscular build makes him appear taller.

Uzishoc, male human Ftr7: CR 7; hp 60; AL N; Str 17, Dex 13, Con 15, Int 11, Wis 8, Cha 13.

O4. Eadchat (EL1)

Eadchat is a poor simpleton whose only saving grace is a general kindness to those around him and massive physical strength. Born 49 years ago into the family of a peasant farmer, it rapidly became obvious that he was rather simple-minded. He sowed a fear of the dark almost immediately and by age 10 he was absolutely terrified of the night. It was at this age that his father did something to displease his lord, who promptly sent soldiers in the middle of the night to arrest the man and confiscate his land. Poor Eadchat was terrified, he did not understand why the big men dragged his father away and chased he, his brother, and his mother off into the night.

His mother finally drifted to the City State and tried to feed her children by selling her body. Within two years she died of fever and the children, left on their own, were separated and never found each other again. Eadchat, by virtue of his strength, eventually got a job on a fishing boat hauling nets. He has been at the job for over 35 years and has gotten to the point that he can do his job without direct supervision if nothing goes wrong. He generally

lives on the boat unless the captain invites him along to a tavern for a hot meal and a drink of ale. He likes ale, and can handle it in moderate amounts, but would never think of going to a tavern alone.

Eadchat is 6 ft. 1 in. tall and has graying hair as well as a short gray beard. His black eyes are dull and listless, and tend to wander randomly when he isn't focused on his work. His presence in jail is a sad result of unfortunate circumstance. After a good day of fishing the captain invited him to a tavern for a drink. As they walked a fly flew into Eadchat's mouth. He immediately turned to the side and spit it out, only to score a direct hit on a passing nobleman. The enraged nobleman refused to listen to excuses and had Eadchat arrested. The fate of this kind, simple man now rests entirely on the mood of the judge at the time of his trial.

Eadchat, male human Ftr1: CR 1; hp 13; AL NG; Str 18, Dex 9, Con 17, Int 6, Wis 11, Cha 9.

O5. Chezl (EL3)

People have been referring to Chezl as "beautiful" for as long as he can remember. As a child he carried drinks in this father's tavern and offers were made to purchase him more than once. His father always showed those making such offers to the door with orders never to return. When his brother took over the business three years ago he turned Chezl out to fend for himself, more out of jealousy than necessity. He was then taken in by an old friend of the family, a priest of a god of drink, and began training for the priesthood.

At age 24 he is as beautiful as ever, with silky blond hair and a reddish fringe of beard that manages to make him look more boyish, and bright black eyes. He is 5 ft. 5 in. tall and weighs in at 181 lbs, most of which is muscle clinging to a broad frame. He is presently being held because he got rather rowdy after a religious ceremony, which, of course, involved drinking copious amounts of alcohol.

Chezl, male human Clr3: CR 3; hp 17; AL CN; Str 13, Dex 14, Con 11, Int 10, Wis 17, Cha 16.

O6. Ijeng (EL6)

At 6 ft. 5 in. tall and weighing in at 226 lb., Ijeng is a large, imposing man with jet black hair, black eyes, and a short reddish brown beard. As the son of an unmarried serving maid whose father never acknowledged him, Ijeng did not have much social status as a child. His mother considered him an embarrassment, and virtually shunned him. He grew up as a quiet child with no real friends, never meeting anyone outside the manor in which he lived.

On his 21st birthday he was given a piece of land to farm by his liege lord. This was the closest anyone ever came to doing something nice for him. After the relative freedom of his youth he found the life of a serf irking, and eventually took off for the woods with a stolen short sword. After 5 years of avoiding all signs of mankind because he thought he was a hunted man, he decided he could safely venture out and come to the city. Through pure chance he wandered into the Overlord's personal garden and was gawking at its beauty when he was arrested for trespassing. All Ijeng wants to do now is return to the forest.

Ijeng, male human Rgr6: CR 6; hp 49; AL CN; Str 13, Dex 16, Con 14, Int 12, Wis 11, Cha 10.

O7. Acu (EL5)

Acu, a small man at 5 ft. tall, is a temperamental red head that wears his hair in two braids to his shoulder and has a red beard hanging down to his waist. He is a skilled sailor, considered a master sailor by many, and is generally hired on as a Second Mate allowing him to avoid the tedium of swabbing the deck and handling sails. He is also an excellent carpenter, increasing the demand for his skills as it is always useful to have a skilled carpenter on board. He learned carpentry from his father, a master carpenter that owned his own shop. Only his burning desire to go to sea kept him from following his father's trade.

During a celebration after his latest voyage he slapped a man he fancied had insulted him. Unfortunately, this occurred just as a constable patrol entered the tavern and he was arrested for inciting a riot. Acu is a hypochondriac, and is a sucker for any snake oil salesman. He spends his time in prison moaning and groaning, certain that the foul air of the prison will kill him any time now.

Acu, male human Exp3/Rog3: CR 5; hp 35; AL NE; Str 15, Dex 11, Con 14, Int 13, Wis 9, Cha 11.

O8. Wynga (EL4)

As the sixth son of a freehold farmer, Wynga was not in an enviable position when growing up. He had no chance of inheriting anything and there was no money to get him any training. Thus, when he went out into the world to seek his fortune he was completely unprepared. The only thing he could do well was shoot a bow, which he learned to do through militia training. He also got very good at sneaking as it was necessary for survival. Before long he went from poaching deer to acting as a hunter for a nobleman. He enjoys his work and continues to improve, so much so that he now also acts as a scout for his liege.

Recently, his lord went before the Overlord and brought Wynga along in his retinue. He and some other retainers went to a tavern where a fight broke out. Wynga, a short, 30 year-old man with brown hair and blue eyes, was singled out as the instigator and is being held for property damages.

Wynga, male human Rgr2/Rog2: CR 4; hp 23; AL CG; Str 12, Dex 17, Con 13, Int 13, Wis 14, Cha 11.

O9. Rafma, the Wolf Butcher (EL 7)

While most prisoners are chained by the legs, Rafma is attached to the wall by his hands and neck. This is due to his nickname. He is a notorious killer and is called the "Wolf Butcher" because of his habit of mutilating his victims. He is so vicious that even the Assassins' Guild claimed to be hunting him, despite continuing to use his services. A master of disguise, he was extremely difficult to capture, something only made possible by an anonymous tip. When seen, he has long white hair and a beard hanging below his waist. This is, in fact, a disguise. Only his coal black eyes are natural. Rafma keeps his head and face clean shaven to facilitate wearing disguises.

He hates the idea of growing older, his very disguise shows he knows the danger he has been in. He is terrified of aging and has grown more violent the older he has gotten, possibly to prove to himself that he is still young. Rafma is now 49, and is a ruthless, brutal killer that gives no thought to the value of any life other than his own. His hair and beard are beginning to grow in, the itching makes him believe that the false hair and beard are becoming permanently attached.

Rumors that the Assassins' Guild plans to break in and kill him are false, they actually plan to rescue him. They had better hurry, soon he will be totally insane.

Rafma the Wolf Butcher, male human Rog5/Asn2: CR 7; hp 41; AL CE; Str 14, Dex 13, Con 15, Int 16, Wis 14, Cha 14.

O10. Zlatos (EL 4)

After 8 years of apprenticeship, Zlatos inherited his father's bakery when his father died. He is an above average baker, and extremely friendly, so customers tend to return often. He is a jolly, chubby fellow with a florid face, shiny bald head, and just a fringe of red hair. When he isn't baking he sits with a lute on his lap and makes up songs.

Zlatos does have one personality quirk, an overwhelming hatred for, and fear of, animals of all kinds. He goes absolutely wild if anything from an ant to an elephant is in his presence. He is absolutely terrified at being chained up in jail as he is certain that the rats, bugs, and other beasties are all out to get him.

He is being held for tax evasion, though he has no idea where the charge comes from. With the present legal system, and his lack of understanding of the tax laws, Zlatos is certain to be found guilty no matter what the truth may be.

Zlatos, male human Brd4: CR 4; hp 20; AL CG; Str 11, Dex 13, Con 12, Int 15, Wis 12, Cha 16.

O11. Angemun of Aldershield (EL 3)

Angemun grew up in Aldershield, a small coastal village, under the tutelage of his father, a naval architect. Angemun's father took him fishing often, never knowing that Angemun is absolutely terrified of water. Proximity to the hated element only increased his revulsion. When he moved to the City State, supposedly to get a job with a shipbuilder, he stayed away from the waterfront and resorted to picking pockets and petty thievery to get by.

Eventually, he realized that this would not be enough and conquered his fears enough to get a job building ships. Previous training with his father allowed him to rapidly move through the ranks to foreman. Now, at age 44, he is Head foreman at the yard where he works and is responsible for any interpretations of ship plans that might be required. He is 5 ft. 10 in. tall and has gray blonde hair. He keeps his beard trimmed close and has blue eyes.

He was arrested for treason. Somehow, someone got the idea that he had gotten copies of the Overlord's warship plans and sold them. They might be right.

Angemun of Aldershield, male human Rog3: CR 3; hp 13; AL N; Str 12, Dex 14, Con 11, Int 16, Wis 11, Cha 13.

O12. Ayshung, Lizard Trapper (EL 2)

After 5 unsuccessful years as a peasant farmer, Ayshung gave up and fled to the City State, mistakenly believing jobs were plentiful here. He discovered jobs were only for those with training, and that without training he was likely to starve. His nickname comes from the fact that when he first came to town he stayed in a damp basement and lived on the lizards present there. After stealing food to survive, it was a short step to robbing people at sword point and finally kidnapping. He was caught trying to kidnap the son of a wealthy merchant. Still deeply tanned from years in the field, Ayshung has blue eyes and black hair. Unfortunately, his trial and execution are to take place before the end of the week.

Ayshung, Lizard Trapper, male human Rog2: CR 2; hp 11; AL NE; Str 11, Dex 16, Con 12, Int 11, Wis 8, Cha 9.

O13. Haag Woebringer (EL 3)

Once a mercenary, and a terror in a fight, a nasty arrow wound, and subsequent infection, leave Haag's left arm too stiff to successfully hold a shield. Still a ferocious swordsman, he is now in apprenticeship as an armorer. His present imprisonment is a result of his injury as well. He was working as a guardsman and was wounded in an attempt to capture a gang of thieves. Unfortunately, due to a simple oversight he was never officially reported as wounded, and was never released from service. He has been arrested for desertion.

Haag's father is a mathematician, which is a prestigious but not financially rewarding profession. Haag found life at home boring and secretly began training with a sword at 15. His father found out and forbade him to practice further. Haag immediately left home and joined a mercenary group. Haag had a sheltered childhood, and still struggles with fear of the dark and shyness around strangers. Prison is treating him harshly, the

dampness causes his arm to ache horribly, and the darkness gives him a constant nervousness that he can't shake off any longer.

Haag Woebringer, male human Ftr3: CR 3; hp 18; AL LE; Str 16; Dex 14, Con 9, Int 11, Wis 15, Cha 13.

O14. Ravo (EL1)

Ravo's mother was the daughter of a landed knight, who promptly threw her out when she bore an illegitimate son. She soon got a job as a serving maid and tried to raise the boy in a genteel manner. Ravo was always a wild child and simply did not take well to high class manners. He left home as soon as he was able and worked as a tinker, or general repair man. He also picked up a little bit of magic. He has gotten by in this way for thirty years and hasn't heard any news of his mother for ten. Standing 6 ft. 2 in, and weighing 210 lb., he was an easy target when a man to whom he owed a great deal of money was found stabbed in the back. He is now 48 years old with a short gray beard attempting to spread its color to his light brown hair. Although not guilty of the crime, his debt and wild, almost feral appearance are certain to send him to the gallows.

Ravo, male human Exp1/Sor1: CR 1; hp 8; AL N; Str 8, Dex 12, Con 11, Int 14, Wis 12, Cha 16.

O15. Shinga (EL2)

Unknown to Shinga, there is a loose stone in the floor (Search DC 28) that gives access to Area C of The Pit (below).

Shinga has a low opinion of the City State. On his first visit here with his brother to sell produce from their father's farm he has been arrested for spying. While wandering around the city in his free time he decided to climb the City Wall to get a better view of the City State.

Shinga is only 22, and terrified of death. He is certain he is to be executed as a spy and the thought has him almost completely paralyzed. He is 6 ft. 3 in. tall and wears his brown hair in long braids down to his waist. His face is bronzed by his time outdoors working the field and hunting. He enjoys hunting and is very good with a longbow. Right now he wants nothing more than to be roaming the forest hunting again.

Shinga, male human Rgr2: CR 2; hp 14; AL N; Str 13, Dex 15, Con 13, Int 11, Wis 14, Cha 9.

O16. Legstriker (EL3)

Legstriker is one of those few individuals that is truly, totally, completely, irredeemably insane. He faces charges for 13 counts of murder, and is probably guilty of more. The crimes occurred over a period of 21 months during which the public gave the unknown criminal the nickname of Legstriker when it became obvious that he was catching victims by surprise and hacking their legs out from under them before leisurely mutilating them until dead. He was finally caught when a constable patrol happened to be within hearing range of his victim. They found him slobbering and laughing while swinging a great sword.

Only his uncanny ability to move silently and hide in shadows allowed him to survive so long. His psychotic behavior can be laid at his father's feet. As a servant in a noble's house, his father was afraid that he would be fired if his employer knew of the child. He kept the child hidden in a small, dark, basement room, feeding him only when he had time. Legstriker's growth was stunted by lack of food, he is only 4 ft. 7 in. tall and weighs a mere 103 lb. His pale skin and blond hair make him appear almost undead in nature.

Legstriker escaped from the basement after 21 years of imprisonment, promptly killing his father, the only person he had ever seen, and stole a great sword from the armory of his father's employer. Discovering that he enjoyed killing he indulged in his new hobby every few months, stealing food and baubles in between. Normally a man as mad as this would be thrown into The Pit, but Legstriker is now famous and the public wants to see his fate.

Legstriker hangs from his chains screeching and howling most times, laughing madly others. The guards fear him enough to keep him chained firmly to the wall by his hands, neck, and legs.

Legstriker, male human Ftr1/Rog2: CR 3; hp 25; AL CE; Str 16, Dex 14, Con 18, Int 11, Wis 12, Cha 14. Because of his psychotic drive to kill, Legstriker receives the assassin's Death Blow class ability for free.

Basement Level 2

This level of the dungeon is reserved for the common rabble, those people neither important enough to command any respect from their captors, nor unimportant enough to be relegated to The Pit as tramps. While the fate of the middle-class types on the level above is bad, conditions on this level are far worse. Prisoners are chained to the walls with up to 8 prisoners occupying each damp, dark cell. While it could be considered an advantage because they have someone to talk to, the smell of so many unwashed bodies in such close proximity soon negates any advantage. Each cell is a 20 ft. square containing piles of straw below eight sets of manacles. Each prisoner is provided with a waste bucket and food dish when he or she is first jailed, it is up to the prisoner to take care of them.

Another real problem on this level is that a pack of 1d20 dire rats often climbs up from The Pit. These rats, though large, can squeeze through the bars bisecting the windows in the doors and can sometimes kill and eat all of the inhabitants of a cell before they are discovered.

The guards have taken no special precautions to keep the dire rats out, but are disgusted by the animals and attack them if they are seen.

This level of the jail has a maximum capacity of 320 prisoners and is rarely less than half full. It is impossible to describe all of the prisoners here, so a random sampling is presented below.

The cell doors and manacles are not well cared for and are in generally worse shape than those of the levels above.

Cell Door: 3 in. thick; Hardness 5; hp 30; Break (DC 25); Open Lock (DC 15).

Manacles and Chains: 1 in. thick; Hardness 10; hp 30; Break (DC 28); Open Lock (DC 22).

A. Stairs

This set of 5 ft. wide steps leads up to the first level of the basement. It exits into the Torture Chamber.

B. Guardroom (EL8)

This 60 ft. by 40 ft. room houses the 21 constables that guard this level. A long rack along the north wall holds the guards' weapons and a number of long tables and benches stand in the center of the room. The stairs mentioned in Area A (above) are located in the northeast corner. Two doors lead out of the room in the east and south walls. These doors are thicker than normal cell doors and are described below. The duty sergeant on this level has a brass key that opens all of the doors on this level.

Duty Sergeant, male human Ftr4: [mace, keys], see area N above.

Constables, male and female human War1 (20): [maces], see area N above.

C. Doors

A number of the doors on this level are thicker and sturdier than the standard cell doors. All of these doors are opened by the same brass key. The windows of these doors are somewhat larger, and there is a thick bronze plate on both sides of the thick wood door.

Door: 6 in. thick; Hardness 5; hp 60; Break (DC 25); Open Lock (DC 15).

D. The Pit

This room leads down to the area in which social outcasts, lepers, and lunatics are held. A rolled-up rope ladder rests beside a 12 ft. diameter hole in the floor. The ladder is always brought back up after the placement of prisoners in The Pit and is never left hanging down unattended. This room is separated from the rest of the jail by 2 C-type doors which are intended to protect the prisoners and guards from rats and prisoners escaping from The Pit.

Prisoners

The following locations provide brief descriptions of a random sampling of prisoners on this level. The Judge should use these NPCs in any manner they see fit.

E. Cutsing (EL3)

Cutsing's cell is occupied by 5 other prisoners, two partially eaten corpses, and a lone **dire rat**. The dire rat considers this cell his personal larder and brutally attacks anyone interfering with its food. Cutsing is a return customer to the City Jail. He was previously arrested for killing a man in a street fight. Although it was found to be a fair fight, the Court ruled that he should be taught a trade to stay out of trouble. Within a week he disappeared from his forced apprenticeship and returned to picking pockets on the street. An anonymous tipster identified him to the City Guard and he is now under arrest for fleeing his place of punishment.

Cutsing is the son of a journeyman interpreter and has a 10% chance of being able to carry on a crude conversation in any language spoken in the surrounding area. Given time, he can learn a language rather easily, unfortunately, he has never bothered to exercise this talent, nor does he appreciate what he learned when apprenticed to a bowyer during his youth. Cutsing is 34, relatively small at 4 ft. 10 in., and has short brown hair. Cutsing is willing to do anything to avoid becoming the next meal of the dire rat in his cell.

Cutsing, male human Rog3: CR 3; hp 16; AL CN; Str 9, Dex 15, Con 12, Int 16, Wis 14, Cha 11.

Dire Rat: CR 1/3; hp 5; see the MM.

F. Cusheal (EL3)

Cusheal is a manic-depressive and is now in the deepest and blackest of depressions since his arrest. He sits glumly on the floor, ignoring his food and his 2 cellmates. He

deeply hates himself, at the moment, and if given a weapon would quickly open his own jugular. There is a 30% chance that these feelings change to extreme elation and conviction of his own ability if he is released, but otherwise he quickly seeks to end his own life.

The son of a clerk in a counting house, Cusheal never got along with his father who considered him unbearably wild. When his father discovered Cusheal was studying magic, he threw the boy out of the house and Cusheal promptly moved in with his mentor and teacher. Although a slow learner at first, he became acceptably proficient. He stayed with his teacher because he is incredibly shy and afraid to face the world alone. His instructor attempted to instill some confidence in him, but the pressure only made him become more shy and withdrawn.

Cusheal's master finally died, this sent Cusheal over the edge into madness. Convinced he inherited all his master's powers, he went to challenge a Master Mage. The powerful wizard simply turned him into a toad, called the City Guard, returned him to his natural form, and had him arrested for trespassing. Cusheal is a 39-year old, 5 ft. 3 in. tall, 154 lb., blue-eyed, red-head with a soft but penetrating voice. After being turned into a toad and back, his manic behavior is certain to be far more pronounced and is likely to be incurable.

Cusheal, male human Wiz3: CR 3; hp 12; AL CG; Str 8, Dex 12, Con 13, Int 17, Wis 8, Cha 11.

G. Tashu (EL1)

Obviously, not all of the prisoners are male, however, no special preparations are made for females. They are sorted into cells with men indiscriminately with the only thing protecting them from the "attentions" of their male counterparts being the fact that the chains are too short to allow such contact between prisoners. Tashu's two cell mates include one male and one female. Despite her recent history as a beggar, she feels quite ashamed to be locked up with common criminals.

Her father was an officer in the Stonemasons' Guild and very well off. He loved his beautiful daughter and spoiled her every chance he could. This came to an abrupt end when he was arrested on charges of embezzling the Guild's funds. All of his possessions were taken and Tashu was thrown into the street to fend for herself. Since then she made her living as a beggar, solving initial problems with the Beggar's Guild by becoming a member. She uses her beauty and youthful appearance to her advantage when begging. Although 30 years old, she is very short and has a very child-like face making her appear far younger. She now regrets turning down some of the offers made by men that wanted to "take care of her."

She has been arrested for arson, sadly, she is legally guilty of the crime. She fell asleep beside an oil lamp in a stable and happened to kick over the lamp in her sleep. Barely escaping with her life, she still bears scars and untreated burn wounds, she now rots in jail with no way to pay the damages to the stable or the animals that died there.

Tashu, female human Rog1: CR 1; hp 6; AL CG; Str 7, Dex 16, Con 11, Int 12, Wis 10, Cha 14.

H. Thiafung (EL2)

Presently awaiting trial on charges of attempted bribery, Thiafung is an unemployed miner. Recently fired from the Glory Hole Mine, he spent several weeks looking for a job before applying for a job as a City Guard. He was told that he was unacceptable, thinking the official was angling for a bribe, he offered the official 10 gp to change his mind. Alas, the official is one of the few honest types and had him arrested.

Thiafung suffers from a cleft palate, while not a problem for a miner, a City Guard must communicate with people and report to his superiors. This is why he was deemed unacceptable. Thiafung has been plagued by this problem his entire life, being shunned or made fun of. As a result, he feels that the entire world is against him. While able to fight, he abhors the thought of killing someone else almost as much as the thought of his own death. Thiafung prefers to clown his way out of a fight by making people laugh at him. He is 5 ft. 4 in. tall and weighs 160 lb. At 36 years old he is an adept miner with short, blond hair and a blond beard. Between his cleft palate and the fact that one of his eyes is blue and the other a strange, dark green, few people tolerate Thiafung's presence.

Thiafung, male human Exp2/War1: CR 2; hp 17; AL NG; Str 14, Dex 11, Con 15, Int 10, Wis 12, Cha 10.

I. Gan (EL2)

Gan's full title is "Gan Lionrider, Champion of the Hinterlands." The title is a result of two sources. The first is due to an incident in which, during a fight with a lion, Gan ended up on its back, hanging on for dear life while the beast ran wildly about struggling to throw him off. The second is due to his constant extolling of the virtues of wilderness living.

Gan's father is a biologist of some repute who passed his love for nature on to his children. Gan, his second son, took a more mystic view of nature and left home under the tutelage of a Druid. During the past three years he has only seen a town of city an average of one day per month. Now 25 years old, he is 5 ft. 7 in. tall and weights 189 lb. His jet black hair cascades in waves down his back, drawing attention away from his eyes which seem to vary in color between dark brown, green, and pale blue, depending on his mood and the ambient lighting.

Gan is frightened of the dark, a subject very embarrassing to him, and terrified of poisons. He never eats any plant or disturbs any animal unless he is certain it cannot poison him. Fortunately, his druidic training has made it possible to live off what he finds in the woods because he can tell the difference between the plants and animals that are poisonous and those that are not. His hatred of

poisons is responsible for his incarceration. He saw a man putting something into another's drink and jumped to the conclusion that it was poison. He attacked the "poisoner" killing him and was subsequently arrested. The doctored liquid, which was merely a mild sedative, is being analyzed with Gan's fate hanging in the balance.

Gan Lionrider, Champion of the Hinterlands, male human Drd2: CR 2; hp 14; AL NG; Str 13, Dex 14, Con 12, Int 10, Wis 15, Cha 12.

J. Miwot, Gamle, and Lynzape (EL6)

Three rather interesting prisoners are incarcerated in this cell. The first is **Miwot**, a healthy young woman of about 30 years old. She is 4 ft. 10 in. tall and weights 128 lb. Her brown hair hangs down to her waist and she has clear blue eyes. Miwot has a passion for the outdoors passed down by her father, a butcher, and makes her living hunting and trapping. One day while checking her traps she discovered a prominent nobleman in a compromising position with a young lady. She removed several items of intimate apparel as proof and later attempted to blackmail the nobleman. Unfortunately, the nobleman cared nothing for the reputation of the woman he was with, or her father's feelings and promptly had Miwot arrested for blackmail. She is now desperately and, so far, unsuccessfully, trying to contact the girl's father in an effort to gain his assistance in effecting her release. She realizes this is a gamble because the girl's father may prefer to let her rot in jail rather than besmirch the fair name of his daughter, but she sees no other recourse.

The second inhabitant is **Gamle**, the illegitimate daughter of a serving maid. It is no secret that her father is a landed knight, or that he treated both mother and daughter kindly. Unfortunately, his wife refused to accept the child as a part of the family. At 5 ft. 5 in. tall and bearing broad shoulders and a heavy build, she is surprisingly charismatic and attractive to both men and women. Her brown hair and blue eyes set off her beautiful round, even face and are highlighted by her genteel smile. Gamle is a bit of a tomboy that developed into a lusty wench, though very selective about the recipients of her "attentions." This did tend to create situations in which she received unwanted attention from amorous males, but she was usually able to talk her way out of such situations by deflating egos with her rapier-sharp wit. Recently she attracted the attention of a romantic young man who proved overly persistent. He tried to embrace her in a milk shed while she was milking a cow and she slapped him. Alas, she is a commoner and he a nobleman, so he had her arrested. He doesn't really want to see her punished but hopes that some time in jail is going to make her more receptive. She, on the other hand, has made a secret vow to kill him the first opportunity she gets.

The last occupant of the cell is **Lynzape**, the son of a highly respected jewelry appraiser. While his father's appraisals were never contested, Lynzape didn't follow in his father's footsteps. He showed no aptitude at appraising jewelry and was apprenticed to a scribe. The life of a scribe was boring, though it paid well, so he turned to a little bit of additional thievery to add excitement to his life. He enjoys picking pockets while he walks the streets but on his 49th birthday he decided he needed more excitement. He contacted the Assassins' Guild and began training to become a full member. His first job, and final initiation into the guild as a full member, was the assassination of a soldier. Lynzape got the particular for the job and set up an ambush. While in the process of springing the trap, he realized that the wrong soldier and fallen into it. He managed to put his knife away but he and his mistaken target ended up in a tangled heap on the ground. He was arrested and charged with interfering with an officer in the performance of his duties.

Lynzape is a relatively handsome man with a pale complexion and short, light hair that matches the color of his skin so closely that he appears almost hairless. His light brown eyes are framed with slight wrinkles but he looks far younger than his years. He stands 5 ft. 9 in. tall and is a well-muscled 180 lb.

Miwot, female human Rgr2: CR 2; hp 15; AL NE; Str 14, Dex 11, Con 16, Int 11, Wis 15, Cha 9.

Gamle, female human Exp4: CR 3; hp 20; AL NG; Str 10, Dex 15, Con 12, Int 9, Wis 11, Cha 16.

Lynzape, male human Rog4: CR 4; hp 24; AL CE; Str 12, Dex 16, Con 14, Int 11, Wis 10, Cha 11.

K. Skemaz (EL7)

The last person to be described on this level, but certainly not the least, is Skemaz, a blacksmith and weapons-maker of no little skill. Skemaz came to the City State to sell a handful of weapons. After successfully disposing of his wares, he stopped at a tavern for a celebratory drink of mead. There he ran afoul of another customer who happened to be quite drunk. The inebriate's friends dragged him out of the tavern screaming that he was going to come back and kill Skemaz. Being a good judge of weapons, and fighting men, Skemaz quickly came to the conclusion that his new enemy was more than he could handle, even drunk. Skemaz decided to leave town as soon as possible and was apprehended by the City Guards for excessive speeding on a public thoroughfare.

His horse, money, masterwork chain tunic, and masterwork falchion have all been impounded pending the outcome of his trial. The arresting officer only turned over the horse, chainmail tunic, and 50 gp, keeping the rest of the money and the sword for his "trouble."

Skemaz is an illegitimate child whose mother died soon after childbirth. He was raised by his grandfather and apprenticed to a blacksmith at an early age. He has been studying the trade for over 30 years and can make almost any metal item that exists, or that a customer can imagine. At 42 his hair is beginning to gray but the 232 lbs of muscle that hang from his 5 ft. 11 in. frame are as hard and powerful as they were at 22. Skemaz wants nothing more than to escape the City State and return to his home. He plans to never return after finally being released.

Skemaz, male human Exp5/War3: CR 7; hp 52; AL LN; Str 17, Dex 11, Con 15, Int 11, Wis 10, Cha 9.

The Pit

This level of the jail is reserved for social outcasts and the insane. The people here are considered less than human; they are thrown in and abandoned with no thoughts given to such strange concepts as civil rights. A glance at the map shows that, at one time, someone tried to build another level of cells but must have decided they weren't needed. What is not known is whether they ran into the maze of tunnels that appear here or if the tunnels were dug later.

The guards do not realize great distances that these tunnels extend. They are just a small portion of the vast network of tunnels running beneath the City State. The lunatics and lowlife dropped here are allowed to roam freely, and possibly find their way to the surface again. Fortunately, one of their prime pastimes is killing each other which, added to the other nasty creatures that hunt here, makes for a low survival rate. On the other hand, those that do survive are the toughest and most dangerous.

A. Pit

This is the hole in the ceiling through which prisoners and guards enter and leave this level. It is 12 ft. in diameter and goes 10 ft. up. The 75 ft. square room is checked once a day for attempted escapes. The guards stay out of this level entirely if they can, only coming down in very large groups (10+1d6).

B. Metal Doors

These doors are solid iron with heavy locks and are set in bronze frames that are firmly connected to the dressed stone of the walls. They have a 6 in. square window at eye level with an inch thick iron bar down the center of the window.

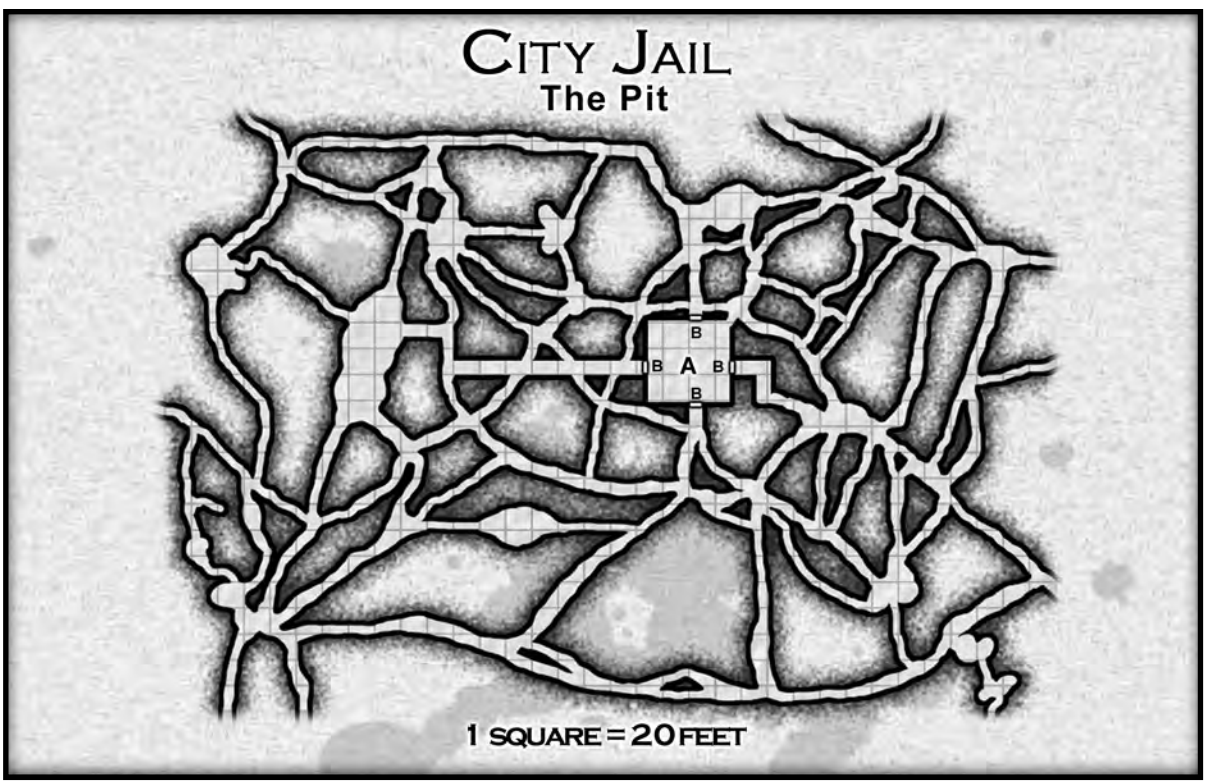
Metal Doors: 4 in. thick; Hardness 10; hp 120; Break (DC 28); Open Lock (DC 28).

C. Vozwad's Room (EL6)

This is the largest room in the pit beside the guard room. It is claimed as home by **Vozwad**, the man that styles himself "King of the Pit." The title is essentially meaningless as most pit dwellers obey no one unless they want to obey them. Nevertheless, Vozwad is the most powerful person around and few want to cross him. He is found in his room 20% of the time, otherwise he is wandering the tunnels with one or two helpers.

Before being thrown in The Pit, Vozwad seemed to have a brilliant career ahead of him. He was a wizard of some ability, although by no means the most powerful around. Then he was arrested and charged with trying to eavesdrop on a Councilor's private discussion. He was using a *clairvoyance* spell at the time, and was being paid to actively spy. He was thrown into The Pit because, although he had some magical skill, he kept out of the public eye and was unknown to officials.

Vozwad is greedy, and dedicated to gathering more magical power as well as wealth. He knows of several ways back out to the City State but refuses to leave because he is the most powerful wizard in The Pit. In the city above he would only be a second rate wizard, and one that would have to actively hide his identity. Despite his intelligence and magical ability, Vozwad is a bit mad and tends to force others to complement him and his power in order to improve his ego. He is 5 ft. 7 in. tall and weighs 165 lb. His red hair hangs in long tangles down to his waist and his black eyes are sharp and bright.



Vozwad Spellbinder, male human Wiz6: CR 6; SZ M; HD 6d4+6; hp 22; Init +2 (Dex); Spd 30 ft.; AC 16 (+2 Dex, +4 armor), touch 12, flat-footed 14; BAB/Grap +3/+4; Atk +5 melee (1d8+2, longsword); SA spells; SQ summon familiar; AL NE; SV Fort +3, Ref +4, Will +6; Str 12, Dex 14, Con 12, Int 19, Wis 12, Cha 13.

Skills: Concentration +10, Craft (alchemy) +9, Craft (armorsmith) +10, Craft (sculpting) +10, Craft (weaponsmith) +10, Knowledge (arcana) +13, Knowledge (the planes) +13, Knowledge (the Pit) +8, Spellcraft +13. *Feats:* Brew Potion, Craft Wondrous Item, Spell Mastery, Martial Weapon Proficiency (longsword), Maximize Spell, Scribe Scroll.

Languages Known: Common, Abyssal, Elf, Dwarf, Infernal.

Possessions: +2 leather armor, +1 longsword.

Arcane Spells Prepared (4/4/4/3, save DC 14 + spell level): 0— *daze, detect magic, light, mage hand;* 1st— *alarm, mage armor, magic missile, sleep;* 2nd— *flaming sphere, invisibility, Mel's acid arrow, web;* 3rd— *clairaudience/clairvoyance, lightning bolt, stinking cloud, vampiric touch.*

D. Pit Trap (EL 1)

This trap is set for anyone coming along. It consists of a 10 ft. long, 20 ft. deep pit covered with a reed mat that is covered with dirt. The trap has already claimed one victim as evidenced by the rotting body at its bottom. The pit is clearly watched, as it is has been reset since claiming its most recent victim.

Camouflaged Pit Trap (20 ft. deep): CR 2; mechanical, location trigger; manual reset; DC 20, Reflex avoids; 20 ft. deep (2d6, fall); multiple targets (first target in each of two adjacent 5–ft. squares); Search DC 20; Disable Device DC 20.

E. Crocman (EL 3)

This beast escaped from its keepers in the Temple of Pegana and has set up a lair here. It caught a pit dweller recently, and the remains lie to one side. This particular beast wears a 90 gp silver ring on one its forepaws but no other treasure.

Crocman, Ftr1: CR 3; hp 17; see the **Monster Appendix**.

F. Dire Rats' Nest (EL variable)

This room serves as a home for several packs of dire rats. One pack of rats resides here at a time, numbering 1d20 members at any one time. Treasure buried in the wall (Search DC 18) consists of 783 sp and a *crystal of distance* (see the Magic Items appendix). Any rats present attack interlopers immediately, screeching and chattering loudly to attract more attention.

Dire Rats (1d20): CR 1/3; hp 5; see the *MM*.

G. Vadrew (EL 2)

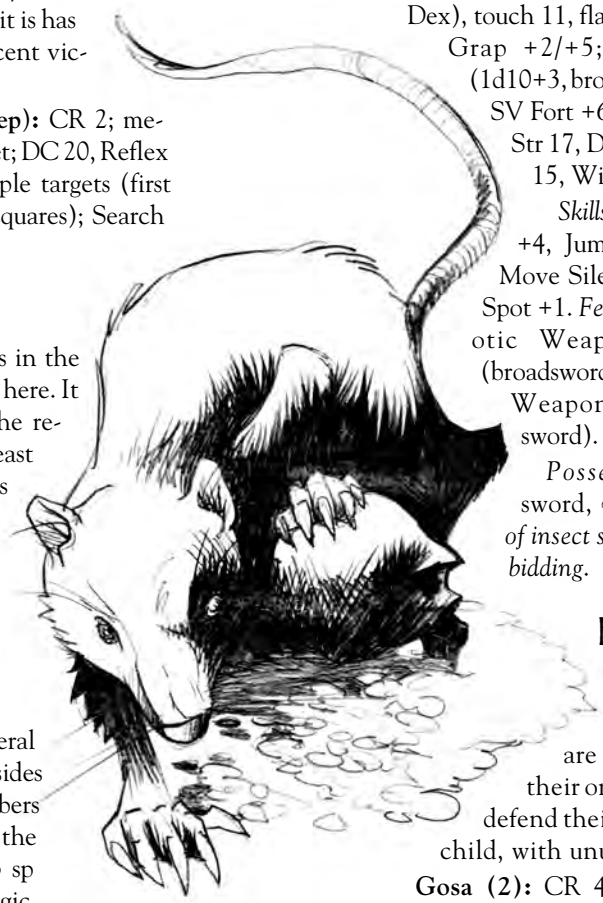
Vadrew was a horse groomer and former cavalryman before being thrown into The Pit as a horse thief. Vadrew attempt to blackmail a customer using a message he found in a saddlebag. The man had him arrested as a horse thief. Vadrew's unwise arguments with the judge got him thrown into The Pit. He has survived here for 14 years, partly due to his amazing constitution, but also because he let people push him around and followed people's orders when he couldn't get away.

This has now changed. Vadrew recently discovered a cache of three magical items. The first item is a *vacuum jug*, the second is a *wand of insect slaying*, and the third is a *necklace of bidding* (see the Magic Items Appendix). The *necklace of bidding* allows Vadrew to command other people to do things several times each day, something he has learned to use quite effectively. The wand keeps him free of vermin, and the *vacuum jug* has proved very useful when he has been attacked. Vadrew tries to keep these items a secret because he knows that Vozwad would take them away if he found out about them.

Vadrew, male human Ftr2: CR 2; SZ M; HD 2d10+12; hp 31; Init +1 (Dex); Spd 30 ft.; AC 11 (+1 Dex), touch 11, flat-footed 10; BAB/Grap +2/+5; Atk +5 melee (1d10+3, broadsword); AL CN; SV Fort +6, Ref +1, Will –1; Str 17, Dex 12, Con 22, Int 15, Wis 9, Cha 11.

Skills: Climb +6, Hide +4, Jump +6, Listen +1, Move Silently +4, Ride +8, Spot +1. *Feats:* Alertness, Exotic Weapon Proficiency (broadsword), Power Attack, Weapon Focus (broadsword).

Possessions: Broadsword, *vacuum jug*, *wand of insect slaying*, *necklace of bidding.*



H. Gosa (EL 6)

A pair of gosa are laired here with their one child. The gosa defend their home, and their child, with unusual ferocity.

Gosa (2): CR 4; hp 59; see the **Monster Appendix**.

CHAPTER ELEVEN:
THE THREE TEMPLES

Although entirely separated above ground, the temples of **Thoth**, **Odin**, and **Harmakhis** are connected several places below ground. Most of these connections are secret, though known to many involved, but at least one connection is open and acknowledged. The temples were built side by side on a much older foundation for an immense structure whose purpose and design is lost to history.

The above ground portion of the Temple of Harmakhis is detailed at area 236 in Part I: The City State.

The above ground portion of the Temple of Odin is detailed at area 237 in Part I: The City State.

The above ground portion of the Temple of Thoth the Terrible is detailed at area 239 in Part I: The City State.

THE THREE TEMPLES, LEVEL 1

The levels below the three temples are linked by secret, and not-so-secret, passages and doorways. Each temple has their own entrances to the various levels and their own protections on the various rooms and storage items they contain.

A. ENTRANCE (TEMPLE OF THOTH)

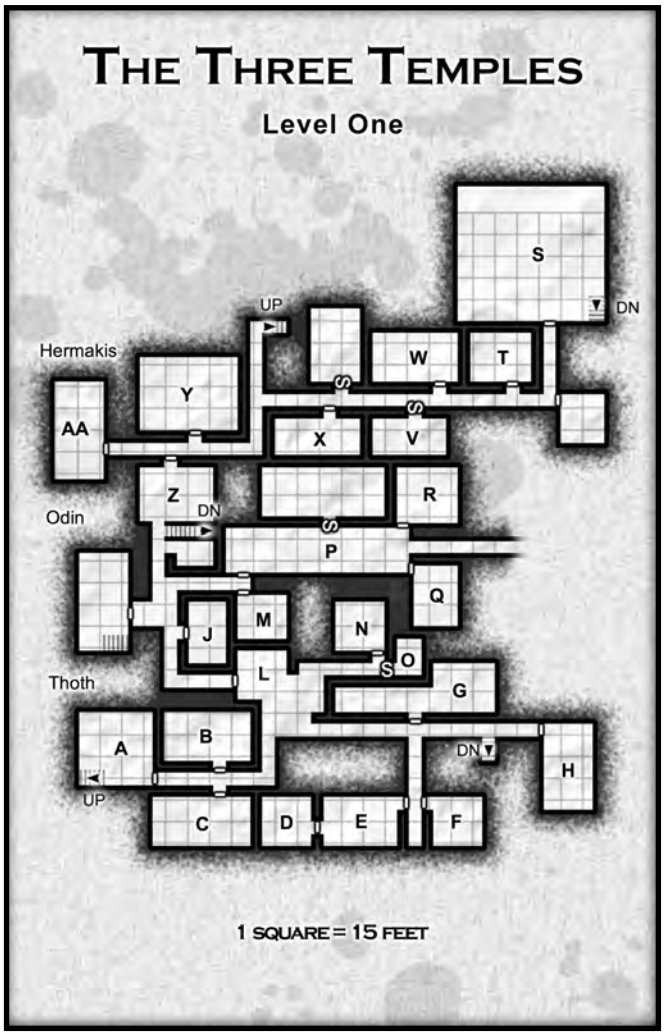
The set of stairs in the northwest corner of the room leads up to the temple of Thoth. This room is presently a general lost and found room. Racks against the wall hold lost cloaks, hats, and even one under-tunic. Two bins against the stairs hold dress daggers, brooches, earrings, and similar inexpensive items. Most of the items here are years old and have little value, anything of value left behind in the temple is immediately put in the treasury as a gift from Thoth.

B. RELIC STORAGE (EL 4)

This large room is filled with items of religious significance but very little monetary value. There are three boxes against the north wall, two are nailed shut but the lid of the third has been pried off and rests against it. The boxes contain beeswax candles worth about 3 sp each. The open box has 2 remaining candles while the closed boxes hold 9 candles each. Four long, shallow boxes are stacked atop each other in the northeast corner. The top box has a loose lid, though it is in place, and contains 4 wooden ankhs used as holy symbols by the followers of Thoth. The remaining three boxes hold 100 ankhs each in four 5 by 5 layers separated by straw and linen. The holy symbols are worth 5 sp each.

Seven boxes along the east wall contain statues of Thoth, represented as an Ibis-headed man, made of ebony. Although the statues would probably be worth more, a thief could only get about 20 gp for them as anyone truly interested in such a statue would know that these were stolen. Finally, a small wooden box in the southeast corner with a hinged lid contains 21 brass rings (1 gp), each with a baboon's head depicted on it. The box was designed to hold for rows of 6 rings but 3 rings have been removed.

The rest of the room would appear rather bare, if not for the **pair of dire baboons** nesting here. Both



of the baboons wear collars and wooden ankhs. They guard the relic room by attacking anyone who enters without a holy symbol of Thoth.

Dire baboons (2): CR 2; SZ M Animal; HD 3d8+6; hp 17, 19; Init +3 (Dex); Spd 40 ft., climb 30 ft.; AC 16 (+3 Dex, +3 natural), touch 13, flat-footed 13; BAB/Grap +2/+6; Atk +6 melee (1d6+6, bite); SQ scent; AL N; SV Fort +5, Ref +6, Will +4; Str 19, Dex 16, Con 14, Int 2, Wis 12, Cha 4.

Skills: Climb +15, Listen +5, Spot +5.

Combat Tactics: The baboons charge forward and attack anyone entering the room without displaying a holy symbol of Thoth. Their screeching during battle is often enough to attract the attention of several adepts or acolytes (30% chance; NA 1d6; Clr lvl 1d2).

C. Ablution Room

Water is piped into the room, pooling in a large receptacle along the east wall. A bucket on the floor is used to transfer the water to the ablution tubs where ritual cleansing is performed before ceremonies. The tubs have stone plugs in the bottom which let the water into open troughs leading to a large drain. The drain, which leads to the sewers, is about 3 ft. in diameter and is capped with stone lid with holes where the troughs lead in. While the drain could provide access to and from the sewers, moving the stone is a difficult task.

Stone Cap: 12 in. thick; Hardness 8; hp 240; Break (DC 28); requires a Strength check (DC 40) to remove.

D. Treasury (EL 5)

The **locked door** to the room is protected by a clever falling block trap designed to crush intruders. The block is not large enough to block the entrance, and is light enough to be moved and reset.

Locked Stone Door: 8 in. thick; Hardness 8; hp 120; Break (DC 28); Open Lock (DC 30).

Stone Blocks from Ceiling Trap: CR 3; mechanical; location trigger; repair reset; Atk +10 melee (4d6, stone blocks); Search DC 25; Disable Device DC 20.

Beyond the trapped entryway is a treasure that includes 59 bags of coins, and 2 small boxes. Gold coins fill the 34 bags along the north wall (100 coins/bag; one bag holds only 36). The remaining 25 bags are piled against the south wall and hold 100 platinum coins each, with the exception of one bag holding only 80.

Larger items occupy space along the west wall. The center of the wall is occupied by a 2–foot tall statue of Thoth as an Ibis-headed man wearing a kilt and necklace striding forward with an ankh-headed staff in his hand. The silver statue is worth 4,000 gp and is flanked by twin gold baboons standing 1 ft. tall. The baboons are depicted wearing carved ankhs from collars and each has its teeth bared. The gold statues are worth 200 gp each.

Right of the group of statues is a gold mask on a wooden stand (500 gp). The mask is of an Ibis head and extends down to cover the upper chest and back. Details are colored in with glass paste. Around the neck of the mask is a wide, silver necklace inlaid with turquoise (750 gp). Two beautifully carved wood boxes with hinges and lock plates made of silver rest on the floor on the opposite side of the statues. The locks are designed more as traps than to hold the boxes closed. Opening the boxes triggers deadly **poison needle traps**. One box holds 7 gems (20d100 gp each) resting on black velvet and the other holds an silver dagger with ornate platinum wire designs on its hilt (600

gp). The final item in the room is a long, narrow leather case dyed blue. Inside is a staff made of wood with silver beaten over it and a solid silver ankh set atop it (200 gp).

Poison Needle Trap: CR 5; mechanical; location trigger; manual reset; Atk +8 ranged (1 plus wyvern poison); Search DC 22; Disable Device DC 22.

E. Vestry

Priests of Thoth change from their everyday clothing into ceremonial garb in this room. Ceremonial garb includes a short linen kilt, a 6 in. wide necklace of feathers and wood beads, and a headdress made of horizontal stripes of blue and white cloth. There are 90 sets of pegs in the walls and two 20 ft. long benches providing the priests with a place to sit.

F. Vestment Storage

Vestments that are not being used are stored here. Three boxes holding an extra 52 kilts, necklaces, and headdresses stand against the south wall while an additional 90 sets of ceremonial garb hang neatly on pegs along the other walls.

G. General Storage

Common items donated to the temple are put in this room. These include such things as chairs, pottery, jugs, candlestick holders not made of precious metal, clothing, and the like. Any priest needing any of these items may come down and take what they need.

H. Baboon Room (EL 9)

Baboons are considered sacred to Thoth, so it is not surprising that his priests keep a larger variety of them about to protect the private areas of the temple. The beasts are trained to stay in the basement area and to be friendly to anyone bearing an ankh. They need no training to attack anyone not wearing a holy symbol because that comes naturally. There are **12 dire baboons** in this area as well as **3 young dire baboons**. All attack interlopers on sight, screeching loudly as they leap forward.

Dire baboons (12): CR 2; hp 15 (x2), 16, 17 (x2), 18, 20 (x2), 21, 22 (x2), 27; see Area B, above.

Young Dire baboon (3): CR 1/2; hp 5; Young dire baboons are as strong and fierce as normal adult baboons. See the MM.

I. Entrance (Temple of Odin)

Stairs in the southeast corner lead down from the **Temple of Odin**. The room is basically empty, containing only a pile of boxes and bags topped with a 40 ft. coil of rope in the east end of the room. There is nothing of value in any of the bags or boxes.

J. Relic Storage

Items stored here have religious importance to worshippers of Odin, but little monetary value. The first thing seen upon entering the room is a larger than life statue of a man on a horse. The man carries a broad-bladed spear, wears chainmail and a winged helm, has a beard, and is wearing a patch over one eye. The horse has eight legs and is rearing back on four of them. Two wolves run under the horse's legs and are depicted as fighting alongside the man and horse rather than against them. The statue is made of granite and is set in a hole, as it must be for it is 12 ft. tall and the ceiling is normally about 8 ft. high. The door is only 6 ft. tall, anyone considering the statues and the doorway must realize that the pieces were carved individually and carried through the door before being put together. The only way someone could gain money from these statues would be to somehow steal one of them and demand a ransom. If anything in the room is disturbed by anyone other than a priest of Odin, there is a 1% chance that Odin animates all of the statues allowing them to attack blasphemers.

Pegs around the room support 20 small leather pouches. One, hanging apart from the others, contains 7 eye patches (1 sp value to someone with only one eye), a traditional part of the priestly garb for followers of Odin. The remaining 19 pouches hold an iron disk on an iron chain. An eye is painted on each disk with blue paint, the symbol of Odin.

Two raven statues made of ebony and standing 18 in. tall are in the center of the west wall (30 gp each). They are depicted with wings folded and have names carved in the base of each statue (Hugin and Munin). A rolled up tapestry showing Odin sitting on a throne with all of the other Norse deities around him and the Fenris Wolf chained to one side rests against the east wall. Finally, a broad-bladed spear and large shield with a blue eye pained on it rest in the Northeast corner. The shield and spear are somewhat worn, but were once masterwork items and are worth standard prices.

K. Ablution Room

This is the ritual cleansing room for the priests of Odin. The water is brought in and removed in buckets, and is put into stone urns for ceremonial washing. Each of the 12 urns in the room is round and has a 2 ft. diameter.

L. Common Room

Considered to be a part of both the temples of Thoth and of Odin, the room is furnished with tables and chairs and provides a place for priests of both temples to get together, talk, and have fellowship with each other. A favorite pastime

between the two orders is chess. There is a specially made chessboard where the kings, queens, bishops, knights, rooks and pawns are represented on one side by Thoth, an Ankh, clerics in ceremonial garb, baboons, Ibises, and worshippers, respectively, and on the other side by Odin, Slepnir (his 8-legged horse), clerics in ceremonial garb, wolves, ravens, and worshippers, respectively. The chess pieces are carved from fine hardwood and the entire set would probably sell for 200 gp.

M. Vestry

Priests of Odin have a plain, but functional dressing room. Pegs set at various heights circle the walls in a regular pattern and benches circle all but the west wall at a distance of about 3 ft. away from the walls themselves.

N. Junk Storage

Worshippers to any temple come from a variety of backgrounds and have varying degrees of wealth. Items donated by some are virtually worthless, but to avoid offending anyone priests accept any offering, but bring those really awful, worthless items here. This includes things like a tapestry made by someone without any talent, an ugly brass container, a lice-ridden raven's feather vest, or someone's favorite cloak that they donated when it was worn out. Priest of Odin honestly try to find a use for items before relegating them to this room. About once a year, when the room gets full, priests cart things out of the room and discard them, hoping nobody sees their offering being dumped with the garbage.

O. Treasure Room (EL 2)

The entrance to this room is a trapped **secret door** (Search DC 18). If the door is opened a spear flies from the ceiling at the exact center of the doorway.

Spear Trap: CR 2; mechanical; location trigger; manual reset; Atk +12 ranged (1d8, spear); Search DC 20; Disable Device DC 20. *Note:* 200–ft. max range, target determined randomly from those in its path.

Treasure inside the room is mainly magical, although there are bags holding a total of 1,850 gp and 4,472 sp. Magic items start out with such things as a *+3 spear*, *+2 longsword*, and *+2 chainmail* and close with unique magic items such as the *eyepatch of fortunes*, a *golden wand* (*clairvoyance* 3/day or *fly* for 4 hours [not both the same day], can be used as a +1 mace in melee), and the *ring of the warrior's eye*. Several of these items are extremely important to the priests of Odin who use divination spells to locate them and send berserkers and priests out to recover them if stolen.

P. Berserker Barracks (EL varies)

Berserkers are under the special care of Odin, and these are dedicated to his service. Their job is to protect the priests and the temple. These berserkers have been granted special rage abilities (see the NPC Appendix). Although **19 berserkers** (Bbn2) live in this room, **5 berserkers** (Bbn2) are always patrolling this level looking for intruders. Of the 19, 4 wield greataxes, 10 wield greatswords, and 5 use shortspears. The room is big enough to house bunks, a recreation area, and a practice area. Berserkers generally rage while charging to attack anyone not wearing priestly garments or a holy symbol of Odin.

Q and R. General Storage

These two rooms are used for general storage, including items that are not really junk, but certainly not valuable enough to merit storage in the treasure room. This actually accounts for most of the non-monetary offerings so two rooms are dedicated to this purpose.

S. Entrance (Temple of Harmakhis)

Besides being the only way to get down to this level from the temple above, this room also serves as a preparation room for sacrifices. Sacrifices are human, and the preparation consists of getting them in the proper mood for the ceremonies. To this end, several of the more common instruments of torture are placed in this room. There is a rack, a selection of whips, an array of knives, a device for hanging people by their arms with weights tied to their feet, and other such nasty paraphernalia. Several sets of chains set in the walls hold future sacrifices while the priests are other wise occupied. The priests enjoy the preparatory torturing, and, although they rarely lose a victim, it often gets out of hand resulting in victims too far gone to scream and struggle the way the worshipers expect. This room is generally guarded by **3 adepts** (Clr2) and a **vicar** (Clr4) and often (30%) contains several human victims in various states of health.

T. Vestry

Like other vestries described above, this one contains pegs for clothing and benches for the priests to rest on. The only addition is a large cask on the north wall with a tin cup tied to its spigot. The cask is filled with a harsh, powerful alcoholic beverage that the priests use to get drunk before ceremonies.

U. Ablution Room

Priests of Harmakhis do not perform ritual cleansing before ceremonies, they use this room to wash the blood off afterwards. Water is brought in buckets and used directly

from the buckets for washing. There is also a large wooden tub for washing out bloody garments. After it has been used the water is poured in a drain in the floor near the center of the south wall. The drain hole is 2 ft. in diameter and is covered with an oaken lid that is held in place by a large stone block. This is to keep out the rats living in the drain.

Drain Lid: 4 in. thick; Hardness 5; hp 60; Break (DC 40 from below); the lid is held in place by a large stone block that can be pushed aside with a successful Strength check (DC 22)

V. Treasury (EL 8)

This room is heavily protected. Not only is the **secret door** difficult to locate (Search DC 25) but only the highest ranking priests of Harmakhis know how to open the door without triggering a deadly **poison gas trap**.

Burnt Othur Vapor Trap: CR 7; mechanical; location trigger; repair reset, gas; multiple targets (all targets in a 10–ft. by 10–ft. room); never miss; onset delay (3 rounds); poison (burnt othur fumes, DC 18 Fort resists, 1 Con drain/3d6 Con); Search DC 21; Disable Device DC 21.

A third level of protection is provided by an **eoka demon** that attacks anyone that cannot give the correct password, something only known to the higher raking priests of Harmakhis.

Eoka: CR 7; hp 60; see the **Monster Appendix**.

Combat Tactics: The eoka attacks in a whirlwind of flailing fangs, claws, and stings. It attacks without mercy or forethought, violently shredding its opponent with every ounce of its strength.

Examining the Room: Treasure is simply tossed on the floor and consists of 2,828 gp, and 1,457 sp. The only other item in the room is a *ring of regeneration* hidden in a special secret, lead-lined compartment (Search DC 40). This would seem a strange item for priests of a god of death to own, but it is very useful for keeping sacrifices alive while you torture them.

W. Vestment Storage

A total of 60 long, black robes with large cowls and extra-long sleeves hang on the pegs around the room. The dark color helps conceal the bloodstains on virtually all of them. Many of the robes are damp or even wet, and all of them smell musty.

X. Relic Room (EL7)

Similar to other relic rooms for other temples, this room is used to store items of religious significance but little value. They are guarded by another **eoka** demon that only allows those displaying an unholy symbol of Harmakhis to enter unmolested. There are 40 of these symbols stored here; each is an iron, circular disc with the center cut out in the shape of a star. They are stored in a sack in the southwest corner.

A rolled up tapestry depicting scenes of torture and degradation rests against the back wall. The background of the tapestry is black and most of the pattern is done in red. A book titled, "The Book of Tortures" is wrapped in oilskin and rests on top of the tapestry. The book is worth 500 gp to people interested in a textbook on the art of making people suffer. A gray shield with a black star painted in the center hangs on the north wall, with two matching daggers in metal sheathes decorated with ebony stars hanging on pegs below it.

Eoka: CR 7; hp 62; see the **Monster Appendix**.

Y. General Storage

Common offerings such as furniture, clothing, lamps, barrels of oil, etc. are stored here. Items are left here until someone is looking around in here and finds something they want. This is probably just as well, as part of it is stolen goods and articles taken from past sacrifices.

Z. Demon Room (EL14)

The floor and walls of the room are covered with splotches of blood. Beneath the blood one can see a series of painted patterns and pictures that no human mind could have created. This room is the main quarters of the eoka, the demons that control the temple. The demons spread from this room out into the rest of the temple and are likely to be found anywhere. See the Monster Appendix for a more detailed description of the eoka. This room houses **12 eoka** that attack anyone, even priests of Harmakhis, that dare to enter their domain.

Eoka (12): CR 7; hp 53, 56, 58, 59, 60, 61 (x2), 63, 64, 65, 68 (x2); See the **Monster Appendix**.

AA. Junk Room (EL4)

The "junk" dumped here consists of the remains after a sacrifice. Naturally the room reeks of rotting flesh and is rat infested. The priests have found that they never need to so anything further with the remains, and the room never fills up. Anyone attempting to search the rotting flesh for valuables must succeed at a Fortitude save (DC 15) every 4 rounds or be overcome with nausea for 1d4 rounds. There are always **10 dire rats** in this room along with **1d20 normal rats** that can find there way here through small holes and passages through the walls. These rats are unusually aggressive and attack anyone standing in the room for more than 3 rounds.

Dire Rat (10): CR 1/3; hp 5; see the MM.

Stairways

Each temple has different stairways they use to get down to the second level.

BB. Stairway used by priests of Thoth.

CC. Stairway used by priests of Odin.

DD. Stairway used by priests of Harmakhis.

The Three Temples, Level 2

The second level of underground rooms connected to the three temples is seldom used. Many rooms have become inhabited from above or below, but approximately one third of them are empty. The temple areas are connected by secret rooms and secret doors known to people on both sides, but they try to keep that fact from each other. It is safe to presume that any cleric of the three temples above 3rd level knows of the secret doors.

A. Empty Room

Although nobody lives here presently, it is obvious that someone did so in the past. The remains of a wood chest lie in one corner, a leather bag which appears to have been torn up by an animal lies in the center of the room and a pile of dried dung lies directly in front of the door.

B. Meditation Room

This is a special meditation room for the priests of Thoth, There is another such room in the main temple but this one is reserved for the higher level clerics. Thus, anyone not dedicated to Thoth and above 5th level receives 1d10 points of damage when touching the door or entering the room due to the magical wards here. Violence within the room is further discouraged by powerful magic inflicting double damage to an attacker. This helps protect the peaceful and encourage

calm. Those who seek it have a 2% chance per level of direct contact with Thoth (as a *commune* spell) while in this room, and a 10% chance per level of contact with one of his direct underlings (as a *divination* spell).

C. Empty Room

The warped **wood door** (2 in. thick; Hardness 5; hp 20; Break [DC 25]) to this room is jammed shut so firmly that it requires a Strength check (DC 25) to push open, or needs to be simply broken down. When the door does finally open it does so with such a loud bang that any wandering creatures in the area are certain to hear it (make an immediate check for wandering monsters). Anyone pushing on the door when it finally opens is forced to make a Dexterity or Balance check (DC 15) to avoid flopping inward with the door. There is no doubt that the room is empty, and that it has been so for many years. Dust on the floor is as deep as an inch in some places and, except for falling PCs, hasn't been disturbed for years. Of course, the dust begins to fly into the air when the door is burst open and PCs enter the room, the DM has the option of having the dust fly up and choke the party, obscuring their vision and hurting their chances of detecting wandering creatures.

The mystery of the room is that the door was clearly spiked from the inside. There are no secret doors or routes for escape, and no bodies or other physical remains. There is nothing of value in the room, and no evidence to suggest there ever was.

D. Baboons (EL 4)

This pair of dire baboons escaped from the priests and now live here. They have a newborn infant and fight ferociously to protect both each other and the helpless child; obtaining a +2 circumstance bonus to all attack, damage, and saving throw rolls. One item of note in the room, there is a **secret door** (Search DC 22) in the floor of the southwest corner that leads down to the third level.

Dire baboons (2): CR 2; hp 17, 25; Init +3 (Dex); See Area B, on level 1, above.

Combat Tactics: This pair is absolutely ferocious in their defense of their home (see bonuses listed above) but remain in the room if attackers flee.

E. Baboons (EL 5)

Another **baboon family** lives in this room. However, this mated pair has a child that is almost full-grown that fights as an adult. These 2 dire baboons fight normally, receiving no bonuses now that their child can fight for itself.

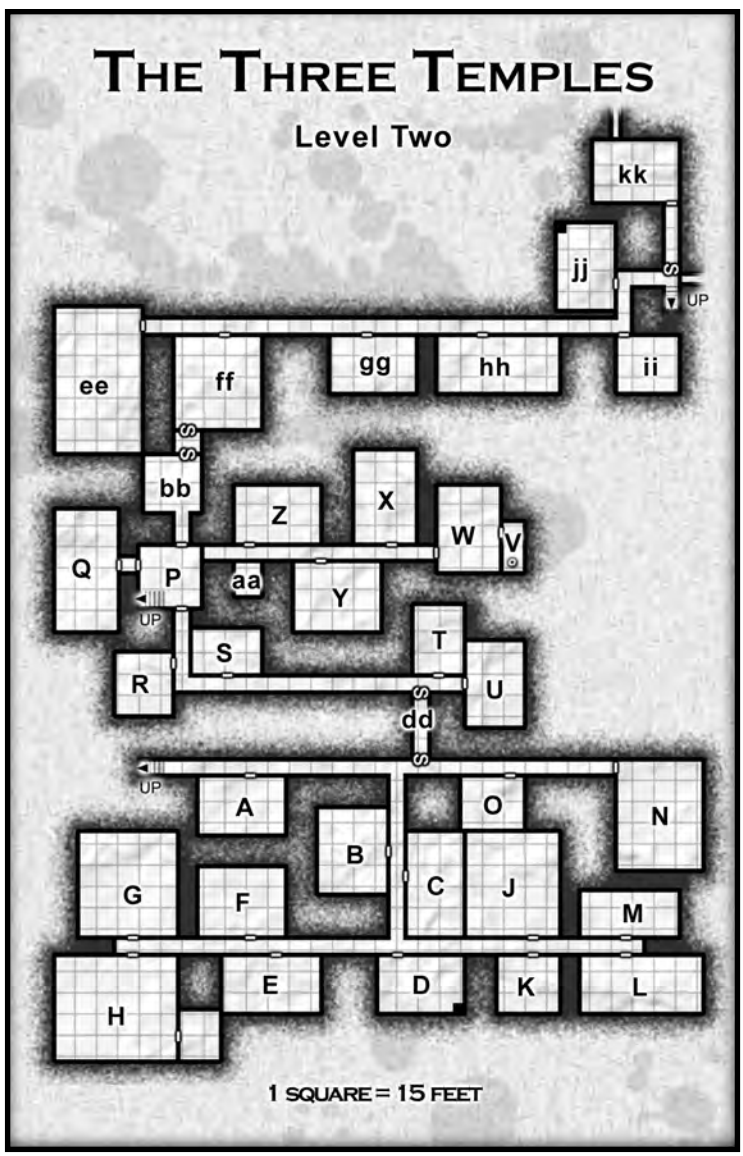
Dire baboons (3): CR 2; hp 17, 21, 24; Init +3 (Dex); See Area B, on level 1, above.

F. Overflow Storage

Years ago there was a time when the Temple of Thoth evidently had more stuff than it knew what to do with. Some of those things were eventually brought down here. A large gong, 3 carefully folded altar cloths, a box of 14 ceremonial headdresses, and 12 small bells are here. The dust here suggests that these items have been forgotten for some time now.

G. Boxes

This room is filled floor to ceiling with empty boxes which look suspiciously like those in Room B on Level 1. It would appear that, at some time in the past, a lazy acolyte brought them down here rather than emptying out the junk room.



H. Cobwebs

Opening the door to this room reveals cobwebs throughout almost the entire area, especially the corners. The webs are old, the spiders that made them are long gone, and there is really nothing of value here. A detailed search turns up nothing more than a splintered wood club with bloodstains beneath it.

I. Suchfed (EL6)

This room is now home to 7 suchfed, strange fire-breathing lizards, that enjoy eating just about anything and have virtually no fear of large creatures. The suchfed attack anyone they see as potential food, or at least a potential threat.

Suchfed (7): CR 1; hp 11, 12, 18, 21, 23 (x2), 27; see the **Monster Appendix**.

J. Empty Room

Water drips from a quarter-inch wide crack in the south wall to form a small pool on the floor. If examined closely the crack appears to have bits of fur in it and there is a faint sound of giggling that seems to come from the crack itself.

K. Ongki (EL8)

Musty and dank, this room is now home to 8 ongki. The rat-like beasts have collected a small treasure of 29 platinum coins in the corner. They defend their home when pressed, and actively attack any dwarves or arcane spell casters.

Ongki (8): CR 2; hp 10, 13 (x2), 14 (x2), 19, 20, 26; see the **Monster Appendix**.

L. Ucksaw's Hideout (EL6)

Ucksaw, a short but muscular assassin, is hiding here to avoid capture until the search following his last job finally fades. Anyone exploring the area is, in his mind, simply a bounty hunter out to get him. If the PCs make a great deal of noise he might leave to actively hunt them before he is captured. If not, he is hiding or resting here. Ucksaw has virtually no decorations here, just a large bag of rations, several barrels of water, lamps, oil, and comfortable blankets. He does have several wooden targets he practices on, but little else to pass the time.

Ucksaw, male human Rog5/Asn1: CR 6; SZ M; HD 5d6+5 plus 1d6+1; hp 29; Init +3 (Dex); Spd 30 ft.; AC 17 (+3 Dex, *+4 leather*), touch 13, flat-footed 14; BAB/Grap +3/+4; Atk +4 melee (1d6+1, short sword) or +7 melee (1d4+1 plus poison, *+3 dagger*) or +10 ranged (1d4+1 plus poison, *+3 dagger*); SA death attack, poison use, sneak attack (+4d6); SQ evasion, trap sense +1, trapfinding, uncanny dodge (Dex bonus to AC); AL NE; SV Fort +2, Ref +9, Will +1; Str 12, Dex 16, Con 13, Int 14, Wis 10, Cha 8.

Skills: Balance , Climb , Disable Device , Disguise , Escape Artist , Gather Information , Hide +14 , Intimidate +7 , Jump +3 , Listen +8 , Open Lock +10 , Move Silently +14 , Search +7 , Spot +9 , Tumble +7 , Use Rope +4 . *Feats:* Alertness, Quick Draw, Stealthy, Weapon Focus (thrown dagger).

Poison: Ucksaw coats his daggers sheaths with blue whinnis poison; Fort save (DC 15); initial damage 0, secondary damage unconsciousness.

Possessions: +2 leather, +3 dagger, ring of invisibility.

M. Baboons (EL4+)

This is another group of **4 escaped baboons** consisting of a male, 2 females, and a young child. Although the child is too young to fight, the other 3 are vicious in the defense of their lair.

Whether through luck or instinct, the baboons have not touched the large chest in the northwest corner of the room. The chest is 4 ft. long, 3 ft. wide and 2 ft. tall made of thick oak supported with iron bands and is heavily trapped. The chest has three separate locks and is linked to the floor in such a way that attempting to move it causes a 10 ft. section of the floor surrounding the chest to drop out. The resulting pit trap is 20 ft. deep and is studded with metal spikes. All three of the locks are trapped as well. Attempting to pick the main lock without finding and disabling all of the other traps releases a cloud of poison gas. The two secondary locks both have poison needle traps that are triggered when someone attempts to pick the lock. The keyholes are large enough to insert an Ankh from upstairs into. Turning the Ankh to the right easily opens the lock, turning to the left sets off the traps. The work of opening the chest is made worthwhile by the 2,470 gp and 3,114 sp inside.

Reinforced Chest: 1 in. thick; Hardness 5; hp 30; Break (DC 28); Open Lock (DC 28 x3).

Spiked Pit Trap: CR 3; mechanical; location trigger; manual reset; DC 20 Reflex save avoids; 20–ft. deep (2d6, fall); multiple targets (first target in each of two adjacent 5–ft. squares); pit spikes (Atk +10 melee, 1d4 spikes per target for 1d4+2 each); Search DC 21; Disable Device DC 20.

Burnt Othur Vapor Trap: CR 7; mechanical; location trigger; repair reset, gas; multiple targets (all targets in a 10–ft. by 10–ft. room); never miss; onset delay (3 rounds); poison (burnt othur fumes, DC 18 Fort resists, 1 Con drain/3d6 Con); Search DC 21; Disable Device DC 21.

Poison Needle Trap: CR 5; mechanical; location trigger; manual reset; Atk +8 ranged (1 plus deathblade poison); Search DC 22; Disable Device DC 22.

Dire baboons (3): CR 2; hp 19, 22, 23; see Area B on level 1, above.

N. Cracked Ceiling

Not only is the ceiling of the room cracked, but it is partially collapsed. Water is dripping from the ceiling in several places and, although they are very small, the observant might notice (Spot DC 20) that stalactites and stalagmites are beginning to form. Water dripping down from the ceiling forms a pool along the south wall where it seeps out through a small hole. A chest stands in the southwest corner of the room. Close examination reveals the chest is rotting and its back is smashed in. Anything of value was removed long ago.

O. Dire Rats (EL3)

The body of a hapless human is providing a solid meal for 8 dire rats that appear to have just begun their feast. The body is that of a thief that was exploring the area and contains a *+2 dagger*, 8 gems (10d10 gp each), 247 sp, a *potion of speak with animals*, and a bag of 17 *exploding beans* (see the Item Appendix).

Dire Rats (8): CR 1/3; hp 5; see the MM.

Combat Tactics: Not wanting to share their meal and angry at any intrusions, the dire rats attack anything daring to approach them or the body.

P. Wysho (EL6)

Wysho is a gentleman cleric who went down into the sewers to check out stories of undead depredation and promptly got lost. He didn't find any undead, but ended up doing battle with a variety of strange, live creatures. The various battles exhausted him and he has no idea how close to surface he really is, nor any idea where he is. Completely ignoring the fact that this room is far too dangerous to stop in, he crawled into the corner to rest. There is a 40% chance he is asleep when the party enters the room.

Wysho, male human cleric of Odin, Ari2/Clr5: CR 6; SZ M Humanoid [Human]; HD 2d8+4 plus 5d8+10; hp 49; Init +1; Spd 20 ft.; AC 19 (+1 Dex, +8 *full plate*), touch 11, flat-footed 18; BAB/Grap +4/+5; Atk +6 melee (1d8+1, *+1 longspear*) SA spells, turn undead (8/day); SQ aura; AL LG; SV Fort +6, Ref +2, Will +10; Str 11, Dex 12, Con 14, Int 11, Wis 17, Cha 13.

Skills: Concentration +5 , Diplomacy +9 , Heal +6 , Knowledge (nobility) +5 , Knowledge (religion) +3 , Listen +8 , Ride +6 , Sense Motive +8 , Spellcraft +3 . *Feats:* Brew Potion, Combat Casting, Extra Turning, Scribe Scroll.

Possessions: +1 full plate, +1 longspear, divine scroll of 2 spells (cure serious wounds, cure moderate wounds).

Divine Spells Per Day (5/4/3/2; save DC 13 + spell level): 0— *cure minor wounds, guidance, light, purify food and drink, resistance;* 1st— *bless, detect undead, protection from evil, shield of faith;* 2nd— *align weapon, consecrate, cure moderate wounds;* 3rd— *cure serious wounds, searing light.*

Domain Spells (Good, Knowledge): 1st— *protection from evil;* 2nd— *aid;* 3rd— *clairaudience/clairvoyance.*

Description and Personality: Wysho is really too old for this type of thing. He is 44 years old and the illegitimate son of a minor noble. He was raised as part of his father's household and taught such noble arts as music, falconry, and fighting before being sent to a monastery at age 14. After a short while he became used to monastic life and became quite happy. His short blonde hair is starting to grey but his deep black eyes remain sharp, when he is rested. Wysho hit a cleric's type of mid-life crisis that sent him out on a quest to destroy undead. If he survives this debacle he fully intends to return to monastic life and keep thinking about how happy and relaxed that life really is.

Q. Suchfed (EL2)

This large room is now home to 2 suchfed that protect a small leather bag in the northwest corner. The leather bag contains 4 gems (870 gp, 670 gp, 620 gp, 580 gp). The suchfed protect their bare, empty room as if it were the treasury of a grand palace. They attack without hesitation and often chase fleeing victims as far as they run.

Suchfed (2): CR 1; hp 20, 24; See the **Monster Appendix**.

R. Storage

There would appear to be little reason for some of the temple items to be stored here since none of the upper storage rooms are filled. One can only guess that things were put here when times were better. The situation is doubly incomprehensible in this case because most of the items here seem to have been discarded. There are 4 boxes in the room, each a 2 ft. cube. They are at least slightly battered, and one looks about ready to fall apart. The most badly battered box contains 36 of the blue-eyed disks used as holy symbols by the Priests of Odin. All are scarred or bent and, in one case, broken in two. No attempt was made to protect them or keep them from rattling around in the box. They were simply tossed into the box and left there. The second box contains 73 Odin's Eye holy symbols, but these are new and carefully wrapped in linen. Some field mice have a nest in the center of the box; they run away if disturbed. The third box contains 21 ceremonial robes from the Temple of Odin, all of them are worn, torn, or stained, and are clearly discards. The last box contains wooden statues of one-eyed Odin and his spear, Slepnir, his 8 legged mount, and Munin and Hugin his two ravens. The statues are unimpressive and done on a scale such that Odin is only 1 ft. tall.

The statue of Slepnir has a secret compartment (Search DC 35) containing the *whistle of the Valkyries* (see the Magic Item Appendix).

S. Vangshen's Stand (EL 2)

Vangshen, a sturdy 46-year-old warrior, makes his home here. Vangshen guards the temple of Odin from here, as he was never accepted into the role of berserker. He has a large stock of supplies; some "borrowed" from above as payment for his guardianship.

Vangshen, male human Bbn2: CR 2; SZ M; HD 2d12+4; hp 22; Init +0 (Dex); Spd 40 ft.; AC 16 (+4 chain shirt, +2 heavy steel shield), touch 10, flat-footed 16; BAB/Grap +2/+5; Atk +6 melee (1d8+3, battleaxe); SA rage (1/day, +4 Str, +4 Con, +2 hp, +2 Will, –2 AC); SQ uncanny dodge (Dex bonus to AC); AL CN; SV Fort +5, Ref +0, Will +0; Str 16, Dex 11, Con 14, Int 8, Wis 11, Cha 13.

Skills: Climb +3 , Intimidate +5 , Jump +3 , Listen +4 , Survival +4 . *Feats:* Power Attack, Weapon Focus (battle axe). Climb and Jump checks reduced by a –4 armor check penalty.

Description and Personality: Standing slightly over 6 ft. tall and weighing over 200 pounds, Vangshen is quite a sight to behold. His blond hair is tied back into a long braid that would hang well below his waist if left hanging free. He wraps the braid around his head as padding for his helmet. He has piercing black eyes and a firm but expressive face. Vangshen was the first son of a minor nobleman, but gave up his birthright to become a berserker dedicated to Odin. Unfortunately, he just didn't fit in. He has an instinctive distrust of strangers, especially men, and couldn't work together with his fellow warriors. He did the next best thing; he took up secret residence in this room to act as unofficial protector of the temple.

Combat Tactics: Vangshen attacks anyone that is not a berserker dedicated to Odin, or anyone not wearing a holy symbol or robes of Odin. He rages while swinging his greataxe and screaming oaths for Odin's guidance and protection.

T. Empty Room

Like most empty rooms, this one is actually filled with little things such as pebbles, a pile of dung on one corner, bits of fur on the doorjamb, cobwebs in the upper corner, and a slight dampness on the ceiling. Anyone that keeps quiet and listens carefully (Listen DC 12) notices a slight rustling sound, but no matter how much effort is spent, the source of the sound cannot be located.

U. Condewn (EL 5)

Condewn is a wandering wizard that discovered a reference to a well-hidden treasure that he decided to make his own. Through a great deal of effort he finally obtained his treasure and was on his way out when he heard the PCs coming this direction. He stepped into this room to avoid them. PCs opening the door see him standing in the back half of the room with a large sack behind him. The sack holds his hard won treasure, treasure he has no intention of sharing with anyone.

Condewn, male human Wiz5: CR 5; SZ M; HD 5d4+8 (+18); hp 22 (hp 32); Init +1 (Dex); Spd 30 ft.; AC 21 (+1 Dex, +2 leather, +4 *shield*, +4 *mage armor*), touch 15, flat-footed 20; BAB/Grap +2/+2; Atk +2 melee (1d6, quarterstaff); SA spells; SQ summon familiar; AL N; SV Fort +2 (+4), Ref +2, Will +4; Str 10, Dex 12, Con 13 (17), Int 17, Wis 11, Cha 9.

Skills: Concentration +9 (+11) , Decipher Script +11 , Knowledge (arcana) +11 , Knowledge (dungeoneering) +11 , Spellcraft +11 , Spot +4 . *Feats:* Combat Casting, Extend Spell, Maximize Spell, Scribe Scroll, Spell Focus (Evocation), Toughness.

Arcane Spells per Day (4/4/3/2; save DC 13 + spell level +1 for evocations): 0— *acid splash*, *read magic*, *light*, *resistance*; 1st— *charm person*, *mage armor*, *obscuring mist*, *shield*; 2nd— *arcane lock*, *flaming sphere* ,*web*; 3rd— *bear's endurance [Extended]*,*flame arrow* .

Possessions: Condewn's sack contains 44 gems (10d100 gp each) and 12 pieces of jewelry (20d100 gp each)

Description and Personality: When Condewn was eight, a wandering magician came to the inn owned by his father and entertained and amazed the crowds with his feats of skill and power. All he really did, of course, was perform a few tricks and cast a few cantrips, but this started Condewn's desire to be a wizard. After years of battles with his father, he finally got his wish. Despite his serious studies and the dangers of his profession, Condewn still contends that magic can be fun.

His short dark hair somehow highlights the fact that one of his eyes is blue and the other is black. His strange eyes make him rather exotic, but the firm set of his face shows that he takes things very seriously. Although a man of his word, Condewn is stubborn and refuses to give up anything he believes is justifiably his own.

Combat Tactics: Condewn has had enough fighting the past few weeks, although he is prepared for battle, he wants to avoid it. He stands calmly before his sack of treasure when the door is opened, greeting the PCs and asking them to remain where they are. He holds his stone warrior in his hands, and uses it immediately if approached aggressively or attacked, activating the statue as a move equivalent action. Condewn already cast *mage armor*, *shield*, and *bear's endurance* on himself when he heard the PCs in the hallway (stats in parenthesis

indicate changes due to these spells, and the underlined spells are the ones he has already cast). Condewn has no problem killing people that attack him; he has been forced to do so for several days, and shows no mercy once attacked. He uses the stone warrior as a protector enabling him to cast spells such as *charm person* against opposing warriors and having them attack spell casters. He resorts to louder, more offensive spells such as *flame arrow*, and *flaming sphere* if more quiet tactics fail. Experience has told him that the quieter methods are best as wandering creatures are attracted to loud noises.

V. Ongki (EL7)

As he PCs enter the room, **7 ongki** swarm up through a 5 ft. diameter hole in the floor. They are in a frenzy due to somehow sensing magic or dwarves and attack anyone in the room, whether or not arcane magic users or dwarves are present. The hole they enter through leads to the third level of the dungeon after sliding to a 10 ft. ramp to a 7 ft. drop.

Ongki (7): CR 2; hp 9, 10, 13, 14, 15, 19, 25; see the **Monster Appendix**.

W. Storage

This is another storage room where things were inexplicably left behind. The list of items piled haphazardly around the room include 6 rusty straight razors, a barrel of stale water, 5 common candles (all half consumed by mice), 3 empty bags, 3 bags filled with grain (also ravaged by mice), 7 spigots of the type used in large barrels, a barrel of oil, 3 hourglasses, and 1 moldy, rotting blanket. Virtually none of these items has any real value, a probably reason for their remaining here undisturbed by any other than mice.

X. Shicwe (EL6)

Shicwe escaped from The Pit and wandered the tunnels beneath the City State before ending up here. He has taken to living underground, and is doing a very good job of it. He considers this is personal home, he has filled it with items he discovered in many different places. It is now his goal to collect magic items, something he has done remarkably well so far. So far he has added two *+1 bastard swords*, a magic *belt of the warrior* (he knows it is magical but does not know its function) in addition to his own personal sword and leather armor.

Shicwe, male human Ftr6: CR 6; SZ M; HD 6d10+6; hp 54; Init +1; Spd 30 ft.; AC 13 (+1 Dex, +2 leather), touch 11, flat-footed 12; BAB/Grap +6/+9; Atk +12 melee (1d18+5, longsword); Full Atk +12/+7 melee (1d18+5, longsword); AL CN; SV Fort +6, Ref +3, Will +2; Str 16, Dex 13, Con 12, Int 10, Wis 11, Cha 10.

Skills: Climb +9 , Profession (merchant) +7 , Profession (sailor) +2 , Swim +12 . *Feats:* Dodge, Mobility, Power Attack, Cleave, Skill Focus (Profession [merchant]), Spring Attack, Weapon Focus (longsword), Weapon Specialization (longsword).

Possessions: longsword, *+1 bastard sword* (x2), *belt of the warrior*.

Description and Personality: Shicwe is rather short, standing slightly less than 5 ft. tall, but has a squat, burly strength that creates the impression of great height and power. He has long red hair, a pale complexion, and sharp green eyes. Shicwe's life seems geared by some mysterious force preparing him for life beneath the City State. As the younger son of a minor nobleman, he was given military training. At age 19 he left to become a mercenary and was hired as the fighting crew of a merchant ship. He learned a little about fighting and a great deal about sailing, and even more about the merchant trade. When he had just begun to entertain ideas of becoming a merchant himself, he got in a brawl with a shipmate over his fear of thunder during the celebration after another successful voyage. Shicwe killed his opponent, and, due to the fact that his father's house lost favor with the Overlord, was charged with manslaughter and tossed into the pit. His jailer, feeling the young man received a raw deal, arranged to have his chains fastened loosely in the hopes that Shicwe would take the initiative to escape. Shicwe took advantage of his efforts but remained in the maze of tunnels after his escape.

Combat Tactics: Shicwe is suspicious of anyone down here, but gives a very brief pause before attacking to allow anyone bold enough to enter his territory to speak. He refuses to speak first, and if nobody else does (Diplomacy [DC 20], since his initial attitude is Hostile) he presumes they are here to attack him and charges forward to do the PCs in first. Shicwe is smart enough to attack any obvious spellcasters first, saving armored fighters for last. He tries to use the narrow doorway or hallway to reduce the number of people he faces at once, and does his best to force the PCs into positions where they have to attack through or over each other.

Y. Trapped Room (EL9)

Incautious PCs discover far too late that the latch on the inside of this room does not work. The door is weighted to close behind them and when the latch is touched or moved poison gas floods the room. A second secret latch (Search DC 27) must be found to safely open the door.

Burnt Othur Vapor Trap: CR 7; mechanical; location trigger; repair reset, gas; multiple targets (all targets in a 10–ft. by 10–ft. room); never miss; onset delay (3 rounds); poison (burnt othur fumes, DC 18 Fort resists, 1 Con drain/3d6 Con); Search DC 21; Disable Device DC 21.

Z. Empty Room

Rubble, dirt, and dust fill the room and there is a large crack in the ceiling. Scratches on the east wall look as if they might be letters, but they are so crude as to be unrecognizable. As soon as PCs enter the room they hear a rhythmic thumping sound that stops as soon as they exit the room. No source for the sound can be identified.

AA. Empty Room

Anyone opening the door to this room is hit with the powerful odor of a healthy compost heap. Rotting remains of some sort of wooden furniture fills the room. Whatever it was, there was a lot of it, and all of it is presently decaying to the point it cannot be recognized. There is a large pile of dung decomposing in the corner, adding its own odors to that of the rotting furniture. Cobwebs drape down from all 4 corners of the ceiling but there is nothing living, nor anything of value, in the room.

BB. Empty Room

Although presently empty, this room bears signs of recent habitation. A burned-out torch is jammed into a crack in the wall, a broken arrow rests in the center of the room beside a piece of wood that was obviously the end of a spear, polearm, or quarterstaff. Both the ceiling and walls are cracked and a thin trickle of water runs down the walls to a crack in the floor. The walls and ceiling are damp and slimy.

CC. Secret Room

This short secret passage leads from the Temple of Odin to the Temple of Harmakhis. Both doors open by sliding downward. The west door is opened by depressing a stone in the ceiling, the east door is operated by a lever on the west wall. Small stones in the rooms outside this small passage must be depressed to open their respective doors.

Secret Doors: Search (DC 25); 8 in. thick; Hardness 8; hp 160; Break (DC 28); Open Lock, requires a second Search check (DC 27) to find the proper mechanisms when outside the room.

DD. Secret Passage

This passage leads from the Temple of Odin to the Temple of Thoth. The east door slides down and is operated by placing pressure on a point on the floor. The west door rotates clockwise when a ceiling lever is pulled and is presently open. These doors have seen recent use and are easier to locate than the doors above.

Secret Doors: Search (DC 23); 8 in. thick; Hardness 8; hp 160; Break (DC 28); Open Lock, requires a second Search check (DC 25) to find the proper mechanisms when outside the room.

EE. Empty Room

This room isn't just empty, it is practically sterile. There is no dust, not a single cobweb, not a spot of dirt, and the walls, ceiling and floor are in pristine condition, as if they are brand new. Anyone sleeping here for 6 hours or more wakes completely cleaned and refreshed, even their clothing is cleaned and free of stains. No reason, magical or otherwise, can be found for the amazing cleanliness of the room, something that is so eerie as to be very frightening.

DM Note: If properly described, the room should engender such paranoia that the PCs never learn of the "cleaning properties" of the room.

FF. Empty Room

Unlike the room described above, this room has the normal amount of dust, debris, dung, junk, and cobwebs. It also has a rusty iron spike tied to an 8 ft. rope in the center of the room. The end of the rope is frayed as if it were bitten off rather than cut.

GG. Suchfed (EL6)

This room is now home to 7 suchfed that are happy to attack anyone bold enough to come near. They guard a small stash of 36 platinum coins.

Suchfed (7): CR 1; hp 5, 11, 14 (x2), 16, 20, 25; see the **Monster Appendix**.

HH. The Gate Room (EL9)

Unknown to the priests of Harmakhis, the **eoka** have set up a room allowing easy access to their home plane. The door to the room is protected by such powerful enchantments that it is virtually impervious to thieves and magical means of opening it. Eliminating the enchantments requires a *dispel magic* (DC 25) that must penetrate the spell resistance (SR) of the door.

Stone Door: 4 in. thick; Hardness 8; hp 60; Break (DC 50); Open Lock (DC 55); SR 25.

It would probably be easier to break through a **wall** (12 in. thick; Hardness 8; hp 240; Break [DC 28]; Open Lock [DC 28]).

Inside the room: The walls are plastered smooth and painted black, so black that they reflect no

light and so smooth they are smooth to the touch and show no detectable joints or cracks. Painted on all surfaces of the room are strange designs that twist and intertwine to the point that they somehow seem three-dimensional. The designs appear to be a faint greenish white in color and glow enough that they are visible even in complete darkness. Anyone attempting to detect evil in this room must make a Will save (DC 22) or fall unconscious for 1d10 rounds from shock. Success indicates they were able to stop the spell or ability before being overcome.

A single **eoka** resides here as a permanent resident and guard. He wields a *+1 greatsword* and attacks anything other than an eoka that enters the room. There is a 10% chance that there is a second eoka in the room that assists the first.

Each round the PCs are in the room there is a 10% chance that another eoka gates in from its home plane for as long as the PCs pose a threat to the room. They appear in the exact center of the room where there are no decorations at all. The only way to stop this is to bless the room by casting *hallow*, *bless*, or by consecrating the center of the room with holy water. Either action causes a psychic explosion (3d6 points of damage) that harms everyone in the room (no saving throw). Once completed, the designs painted in the room can then be erased with holy water. Once the design is rendered powerless the PCs hear muted wing beats, rustlings, and shrieks as long as they are in the room.

There is another clear spot in the southwest corner of the room which holds 14 gems (10d100 gp each) but these are guarded with a magic ward (Search [DC 29]; Disable Device [DC 29]) which explodes in a 10 ft. diameter fireball doing 3d8 points of damage.

Eoka (with *+1 greatsword*): CR 7; hp 67; see the **Monster Appendix**.

Eoka: CR 7; hp 60; see the **Monster Appendix**.

II. Empty Room

Slime and mold cover the walls and ceiling of the room and the floor is covered with what appears to be mud. A broken scimitar lies near the south wall and there are marks on the wall where the weapon was apparently beaten against it. After 5 rounds of exploring the room the PCs hear a thud followed by the scuttling of a small creature. Afterwards a successful Listen check (DC 10) hears the sound of low, indistinct whispering. The sounds are mere figments of the imagination, strange echoes from elsewhere in the dungeon, or ghostly remnants of the past. Despite the sounds, and scratches on the wall, there are no secret doors, compartments, or other hidden objects here.

JJ. Empty Room

The dusty, dirt-laden room has only one distinguishing feature, there is a secret trapdoor (Search DC 25) in the northeast corner. The trapdoor opens to a 20 ft. drop down to the third level. Ancient spells cast on the trapdoor create a series of sounds immediately after the door is open. First, there is the faint sound of chanting followed by a scuffling noise and a scream that is suddenly cut off. Then the sound of receding footsteps is followed by a grating noise and finally a resounding thud. After that there is total silence. The sounds have absolutely no relationship to anything happening below.

KK. Eoka (EL 7)

A single eoka lives here after breaking away from others in the service of Harmakhis. It is here only for itself, and intends to gather as much treasure as it possibly can. It only recently broke away and has little more than a few copper coins and a longsword, but it is more than happy to acquire treasure from a few lost adventurers.

Eoka: CR 7; hp 63; see the **Monster Appendix**.

Combat Tactics: The demon attacks swiftly, only pausing if offered a bribe. The bribe must be very large and the party must look tough enough to make it worthwhile to avoid combat. Once in battle the eoka is merciless, tearing through opponents one at a time until all are dead.

The Three Temples, Level 3

This level is simply a maze of tunnels that connects to the sewers and, eventually, everywhere else under the City State. Exit points are rare and difficult to find. There is no particular creature or force controlling this level, as such most creatures and NPCs living here are extraordinarily paranoid, attacking first and generally not bothering with questions at all.

A. Oto's Cache (EL 4)

Oto, a former beggar, maintains several caches of coins. He has 8 caches of 120+1d10 gp buried around the walls of this intersection making him a wealthy man by most standards. He only recently moved this stash of gold here and is exhausted from his many trips back and forth. Despite his recent exertion, he attacks anyone coming into the intersection. A close study of the intersection reveals several spots that were disturbed by his digging (Spot [DC 25] or Search [DC 25] for each cache).

Oto, male human Rog4: CR 4; SZ M; HD 4d6+4; hp 24; Init +2; Spd 30 ft.; AC 14 (+2 Dex, +2 leather), touch 12, flat-footed 12; BAB/Grap +3/+3; Atk +6 melee (1d6, short

sword); SA sneak attack (+2d6); SQ trapfinding, evasion, trap sense (+1), uncanny dodge; SV Fort +2, Ref +7, Will +2; Str 11, Dex 16, Con 13, Int 12, Wis 12, Cha 7.

Skills: Bluff +3 , Escape Artist +10 , Hide +12 , Knowledge (the City State) +4 , Listen +8 , Move Silently +12 , Sense Motive +3 , Spot +7 . *Feats:* Alertness, Stealthy, Weapon Finesse (short sword).

Possessions: Leather armor, short sword, *potion of cure light wounds*.

Description and Personality: Oto is about 44 years old and stands about 5 ft. 9 in. tall, though he slouches making him look shorter. His blond hair and beard are untouched by gray, which, along with his bright green eyes, makes him look much younger. Oto was the younger son of a peasant farmer. He ran away to the City State when he was 19 and made a living as a beggar. Due to some arguments with the Beggars' Guild, he was recently arrested when it was revealed that he had a stash of 694 gp and had never paid a copper of tax. He was thrown in The Pit (see the City Jail, Level 3) but promptly escaped his chains and began wandering beneath the city. Oto is both paranoid and painfully shy. He would rather presume someone is an enemy than attempt to make friends, especially since his "betrayal" by the Beggar's Guild.

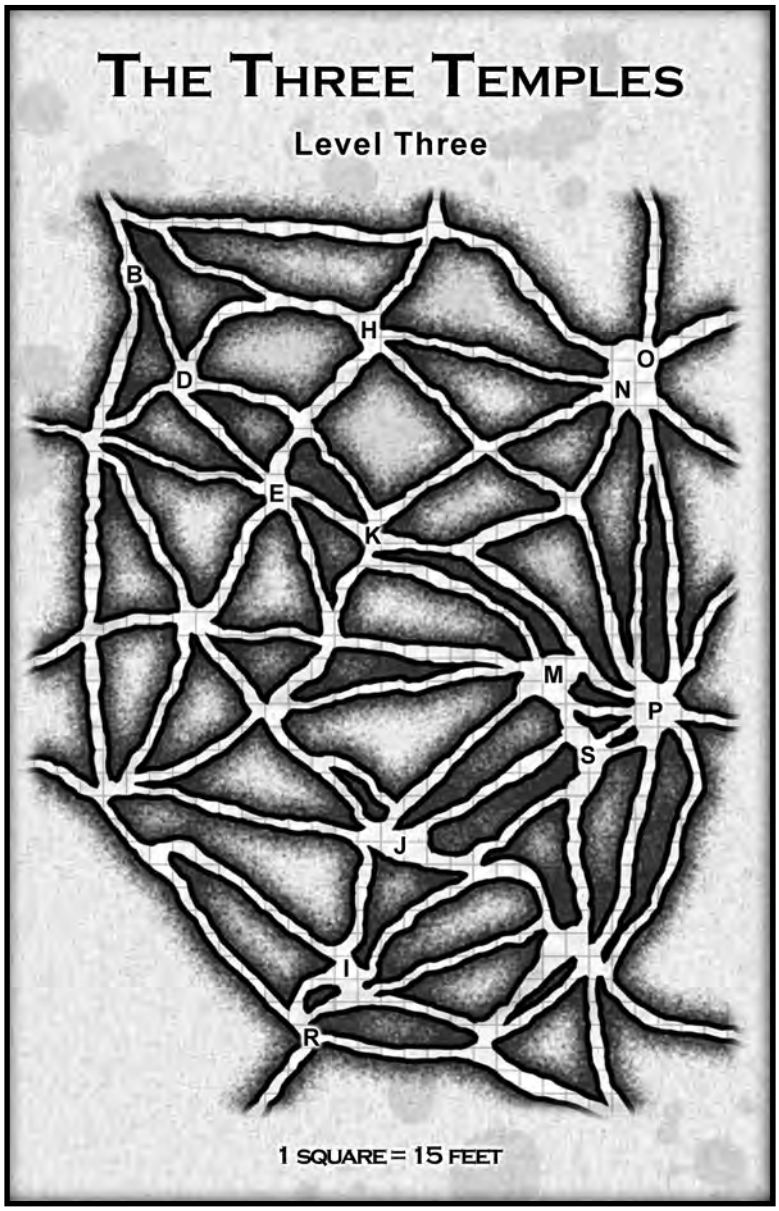
Combat Tactics: Oto is tired and fights at a –2 penalty to attack rolls. His fatigue must also be mental because he charges forward for straight-on attacks rather than trying to find a way to use his sneak attacks. PCs defeating Oto should receive only 80% of the normal experience due to his penalties and poor equipment.

B. The Eoka's Corner (EL7)

This three-way intersection is now the home of an escaped **eoka**. It holds the intersection against all comers and attacks without provocation. There are 10 sp and 2 broken longswords scattered about the floor.

Eoka: CR 7; hp 56; see the **Monster Appendix**.

Combat Tactics: The eoka is a bit unsure of where it is, making it angry enough to attack everything it sees to the best of its ability. It attempts to poison every creature it sees before focusing its attacks on a single creature.



C. Webs (EL8)

All entrances to this intersection are blocked by thick spider webs. The **14 monstrous spiders** that made them are large and deadly enough to have acquired quite a bit of treasure which they store at the center of the intersection beneath a heavy set of webs. The treasure they guard includes: a *+2 dagger*, *+2 bastard sword*, *+1 broadsword*, *+1 pike*, *ring of minor flying*, *ring of fullness*, *wand of ambush detection* (89 charges), *rod of disorientation* (9 charges), a *shirt of shielding*, and a rolled-up painting. The painting is of a very surprised-looking man who appears to be holding the canvas. Anyone looking at the painting must make a Will save (DC 15) or be sucked into the painting, thus releasing the person presently trapped in it. The painting can function in this way once every 24 hours. A dispel magic (DC 20) can release the person trapped inside. The person presently trapped in it is a 6 ft. 2 in. tall man with bronze skin and long

black hair named **Ruchaye**. Ruchaye (Wiz3) is the son of a miller's assistant and was about 33 years old before being trapped in the painting. He has been trapped for 53 years and has no idea where he is, how he got here, or what is going on in the City State above.

Medium Monstrous Spider (14): CR 1; hp 11; see the MM.

Combat Tactics: These spiders create webs that are particularly sticky, wet, and impervious to fire (fire resistance 5). Although their webs do burn, the flames do not catch and spread as they do with many types of web. The spiders can traverse through their own webs without penalty. They attempt to web PCs and then poison them and fight until the very last spider is dead.

D. Berserkers (EL varies)

This group of **3 berserkers** (Bbn2) came down from the Temple of Odin looking for relief from boredom. They have just arrived and are excited about the prospect of battle. They rage and attack anyone they see as nothing down here could be up to any good.

Possessions: One of the berserkers carries a sack containing a suit of *+1 chainmail*, a *+1 boomerang*, a *ring of night vision*, as well as a *cursed scroll* that causes the user to forget how to read (no save).

Combat Tactics: The berserkers simply rage and attack, the whole reason for coming down here was to find something to fight.

E. Gosa (EL 4)

One of the strange-looking **gosa** has made this large area its home. It attacks anything entering its domain, using its antenna to stun everything moving before finishing off its foes.

Gosa: CR 4; hp 69; see the **Monster Appendix**.

F. Gosa (EL 4)

Another **gosa** lives in this area. This gosa guards a leather sack in the center of the intersection containing 6 gp and an *arcane scroll* with *2 lightning bolt* spells (Caster Level 5).

Gosa: CR 4; hp 62; see the **Monster Appendix**.

Combat Tactics: This gosa stands over its sack of treasure, only attacking those that come within reach of its antenna. It tries to stun opponents before resorting to slam attacks.

G. Eoka (EL 7)

An eoka that escaped from the Temple of Harmakhis wanders the area here. It attacks anything it comes across in its travels.

Eoka: CR 7; hp 57; see the **Monster Appendix**.

H. Dire Rats (EL 5)

The body of a former adventure is being devoured by **14 dire rats** in the center of the intersection. The body contains 565 cp, 26 gems (10d10 gp each) and a masterwork longsword. The rats attack any new source of food that happens to come by, and defend their present meal with incredible ferocity.

Dire Rats (14): CR 1/3; hp 5; see the MM.

Combat Tactics: These rats are worked into a frenzy by their recent kill and feeding and receive a +1 bonus to all attack, damage, and saving throw rolls. They swarm over single opponents and bite them until they stop moving before moving to new targets.

I. Berserkers (EL varies)

These **3 berserkers** (Bbn2) were sent to look for those mentioned in Area G. Unlike those described above, they are willing to talk or negotiate if it furthers their goals. If they find their brethren slain, they return with 5 more berserkers to hunt down the killers.

J. I'm Eating (EL 7)

This **eoka** demon just caught and killed an adventurer and is busy eating him. It does not like intrusions during its meal and ferociously attacks anyone interrupting it. The body it is consuming has 3 gp, 27 sp, and 5 cp in a pocket.

Eoka: CR 7; hp 65; see the **Monster Appendix**.

Combat Tactics: This demon focuses on taking down a single opponent before shouting, "I have enough food, leave or you are next." PCs that flee are ignored, for now, as it is hungry and desperately wants to finish eating.

K. Giant Rat (EL1/3)

A single dire rat sits cleaning itself in the middle of the floor. It sits on a small pile of 12 sp and gives a strange growl at anyone coming toward it.

Dire Rat: CR 1/3; hp 5; see the MM.

Combat Tactics: The rat single-mindedly guards its hoard of coins without really understanding what they are. It doesn't leave the hoard to attack unless it is attacked first, but it does growl and screech at anyone coming close to it.

L. Baboons (EL3)

These **2 baboons** escaped from the Temple of Thoth and are hiding here. They attack all humanoids, receiving a +2 bonus against anyone wearing an Ankh holy symbol of Thoth. They buried a *potion of fire breathing* and *necklace of water walking* that they discovered on their travels in the center of the room (Search DC 25). A hole in the ceiling leads up to Level 2 of the Temple of Thoth basement.

Dire baboons (2): CR 2; hp 21, 22; see Area B on Level 1, above.

M. Empty Room

A hole in the ceiling leads up to level 2 of the Temple of Odin basement.

N. Thumigee (EL4)

Thumigee, an assassin apprentice, got lost while exploring the maze below the Assassin's Guild. He doesn't know there is a tunnel above him leading to Level 2 of the Temple of Harmakhis basement because he is wandering in complete darkness; his last torch burned out two days ago.

Thumigee, male human Rog4: CR 4; SZ M; HD 4d6+4; hp 19; Init +2; Spd 30 ft.; AC 14 (+2 Dex, +2 leather armor), touch 12, flat-footed 12; BAB/Grap +3/+4; Atk +5 melee (1d6, short sword); Full Atk +3/+1 melee (1d6/1d4, short sword/dagger); SA sneak attack (+2d6); SQ trapfinding, evasion, trap sense (+1), uncanny dodge; SV Fort +2, Ref +6, Will +2; Str 11, Dex 15, Con 13, Int 12, Wis 9, Cha 14.

Skills: Climb +3 , Bluff +6 , Disguise +6 , Escape Artist +5 , Hide +11 , Knowledge (the City State) +4 , Listen +2 , Move Silently +11 , Open Lock +5 , Spot +2 . *Feats:* Dodge, Stealthy, Two Weapon Fighting.

Description and Personality: Standing only 4 ft. 7 in. tall, only his long black hair and beard mark him as clearly adult. His eyes and face are those of a much younger man, but Thumigee is fully 30 years old. His small size and flexibility help him greatly on various jobs, but his curiosity has given him low standing in the guild. Assassins are not expected to ask questions. Thumigee is normally a completely merciless killer that feels absolutely nothing for his opponents. Right now he is hungry and somewhat frightened and goes out of his way to be polite and respectful. He makes no mention of why he is down here or where he came from, just that he got lost "exploring."

Combat Tactics: Thumigee wants to talk his way out of a fight, his specialty is surprise, and he certainly isn't prepared to attack a group of armed PCs that have light sources with them. He attempts to talk or buy his way out of the maze, simply purchasing food and light sources if the PCs are willing to part with them. If attacked he fights for his life, doing his best to get to an unarmored or lightly armored character and use them as a shield.

O. Eoka (EL7)

This eoka is returning from an extended patrol of the underground mazes and is just returning. It was his job to scout ways to spread his kind through the city. If the PCs prevent him from returning eventually more eoka are sent into the sewers to explore and map the maze.

Eoka: CR 7; hp 61; see the **Monster Appendix**.

CHAPTER TWELVE: HELLBRIDGE TEMPLE

The above ground portion of the Hellbridge Temple is detailed at area 242 in Part I: The City State. As with the other major temples, there are many secrets below the Hellbridge Temple as well.

HELLBRIDGE TEMPLE, LEVEL 1

As a dominant temple in the City State, priests of the Hellbridge Temple are in a constant battle with priests of other temples. This battle however, only occurs below ground in the dungeons and sewers beneath the City State. At the very deepest level, all 4 major temples are linked, thus priests from one temple can attempt to enter another and defile or destroy holy relics. The first level of the temple is highly traveled and contains the main quarters of the high priest as well as the treasury and living areas for the vestal dancers.

A. THE CARETAKERS (EL 4)

This room controls passage from above to other areas of the temple and is guarded by **4 large zombies** wearing plate armor and armed with swords. The zombies attack anyone that does not back into the room while uttering the password ("Battlelight") a fact that is known to all clergy and berserkers. Four stone troll heads filled with oil light the room and passageway leading to it, which is damp and cold. An **acolyte** (Clr1; mace, chainmail) waits on a stone bench with a message for his master. If the zombies attack someone, he assists, but otherwise he simply waits with the message. The scroll he bears reads, "From his Magnificence to the inept and most inefficient underling...bring me the head of the accursed thief by the sixth bell tomorrow, or you shall be the next chosen one." The message is signed with the seal of high priest Statinstor.

Large Zombie (4): CR 1; hp 29; AC 18; +4 melee (2d6+3, greatsword); see the MM.

B. THE GREEN AUDIENCE CHAMBER (EL 7)

Overly obese **Bishop Fargus** sits on a stone bench awaiting an audience with Statinstor regarding a promotion. The room is concave and domed with florescent stars on the ceiling, one of which is an observation post for Statinstor. The furnishings consist of a stone bench, an ornately carved table depicting servant girls, and a large inlaid throne worth 670 gp (10 gp can be scraped off every 10 minutes).

Bishop Fargus, male human Clr7: CR 7; SZ M Humanoid [Human]; HD 7d8; hp 36; Init –1 (Dex); Spd 30 ft.; AC 9 (–1 Dex), touch 9, flat-footed 9; BAB/Grap +5/+5; Atk +5 melee (1d8, heavy mace); SA spells, rebuke undead (6/day); SQ aura; AL LE; SV Fort +5, Ref +2, Will +5; Str 11, Dex 9, Con 11, Int 14, Wis 18, Cha 9.

Skills: Concentration +10, Knowledge (arcana) +12, Knowledge (religion) +12, Knowledge (the planes) +12, Spellcraft +12; *Feats:* Extra Turning, Maximize Spell, Quicken Spell, Still Spell.

*Possessions: Amulet of ESP**, *staff of withering**, silver helm, onyx gift box (300 gp) containing a small, but flawless, gem (800 gp). ***Consult the Magic Items Appendix**.

Divine Spells per Day (6/5/4/3/2; save DC 14 + spell level): 0— *guidance* (x2), *light*, *read magic*, *resistance*, *virtue;* 1st— *bane*, *cause fear*, *command*, *divine favor;* 2nd— *darkness*, *desecrate*, *hold person*, *inflict moderate wounds;* 3rd— *bestow curse*, *contagion*, *magic circle against good;* 4th— *divination*, *poison*.

Domain Spells (Destruction, Evil): 1st— *protection from good;* 2nd— *shatter;* 3rd— *contagion;* 4th— *unholy blight*.

Description and Personality: Obese, balding, and obsequious, Bishop Fargus tends to annoy most of the people he meets, though usually not enough for them to say anything about it. He knows the secret passageways in

and around the entire temple, as well as the special guardians used by the high priest. If Fargus believes a quick, easy battle might gain him additional favor, he does not hesitate to fight, otherwise he uses his spells to retreat and call forward more guards.

C. The Temple Vestals (EL varies)

The **16 vestal dancers** (Exp2; silver dagger) waiting for the next ceremony wear 60+6d10 gp in jewelry and have silver daggers strapped to their legs. At the first sign of someone they do not recognize as part of the temple clergy they begin screaming while two girls tug on the cords hanging by a tapestry on the walls. A tug on the cords summons their **goblin guards** kept in the pit below the water fountain in the room. Goblins begin coming into the room at the 2nd round after the cords are pulled at a rate of 1d6 goblins per round to a possible total of 60. **Delphia**, the headmistress, can take the lead in calming the girls and making contact with the PCs. She knows all of the passages on this level and is a skilled actress. Although she is completely loyal to Statinstor, she can pretend she wants to break free and attempts to dupe the PCs and lead them into a trap.

Goblin Guard (up to 60): CR 1/4; hp 4; see the MM.

D. The Treasury

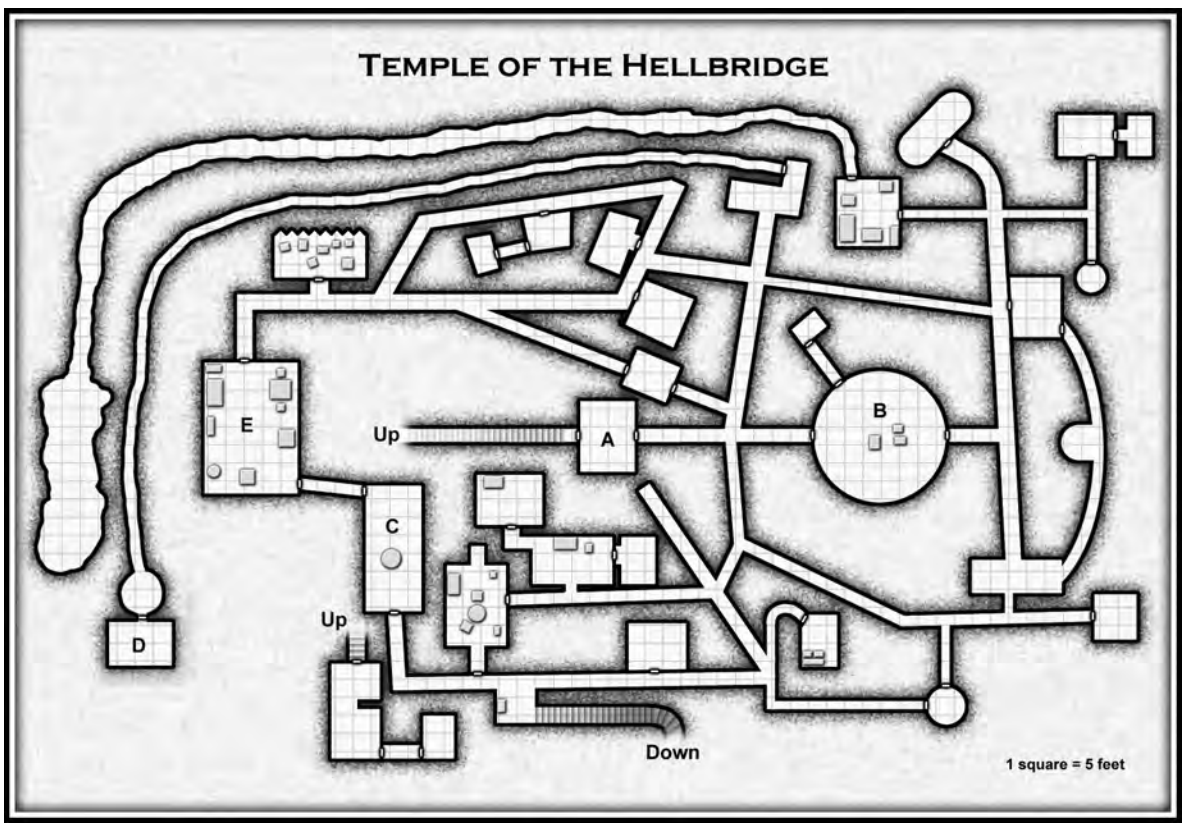
The heavy **iron door** is triple locked and protected by **2 priests** (Clr3; mace, full plate). The priests attack anyone they do not recognize.

Heavy Iron Door: 6 in. thick; Hardness 10; hp 180; Break (DC 28); Open Lock (DC 30 x3).

Inside the Room: The room inside is dark and the walls are 20 ft. thick. A **lama** (Clr8; +1 mace, +1 ring of protection, full plate) protects the treasure from the inside. The following items are spread out between 4 unlocked chests: 4 pieces of jewelry (40d100 gp each), 12 pieces of jewelry (20d100 gp each), 2 diamonds (5,000 gp each), a bag of 30 gems (10d100 gp each), map to the treasure room of the Temple of Thoth, *cloak of elvenkind*, *necklace of prayer beads* (bead of healing), a gold helm (3,200 gp), a *wand of major image* (28 charges; Caster Level 5) coated with **contact poison** (Fortitude [DC 16]; 1d6 Str/1d6 Str), and coins totaling 11,000 gp, 2,000 sp, 3,000 cp. Beside the chests rest 20 sacks filled with 50 sp and 2,000 cp each).

E. Statinstor's Private Quarters (EL9)

These ornate quarters are obviously those of an extremely high-ranking priest, and belong to none other than **High Priest Statinstor** himself. He is often found in his room with a vestal named **Jerisha** (Exp1) that is completely loyal to him. The ornate furniture in the room consists of matching mahogany nightstands along with a dresser, wardrobe, large bed, desk, and bookshelves. Statinstor's personal library contains dark, vile, books discussing horrid topics such as torture, demon conjuration, and unspeakable atrocities. Hidden among the books in the library is a gold idol (invisible; 300 gp) as well as several flasks of water, a *potion of cure moderate wounds*, and 6 flasks of oil. Beneath his bed is a **locked chest** (Open Lock [DC 25]) containing a



necklace of gems (800 gp) and a leather pouch holding 200 gems (10d10 gp each), 30 gp, and 10 sp.

High Priest Stantinstor, male human Clr9: CR 9; SZ M; HD 9d8+18; hp 58; Init –1; Spd 30 ft.; AC 18 (–1 Dex, +7 plate mail, +2 heavy steel shield), touch 9, flat-footed 18; BAB/Grap +6/+8; Atk +11 melee (1d8+4, *+2 heavy mace*); Full Atk +11/+6 melee (1d8+4, *+2 heavy mace*); SA rebuke undead (4/day), spells; SQ aura; AL NE; SV Fort +8, Ref +2, Will +10; Str 14, Dex 8, Con 14, Int 10, Wis 18, Cha 12.

Skills: Concentration +10, Diplomacy +2, Heal +5, Knowledge (arcana) +5, Knowledge (religion) +6, Profession (torturer) +13, Spellcraft +6. *Feats:* Combat Casting, Heighten Spell, Improved Critical (heavy mace), Maximize Spell, Quicken Spell.

Divine Spells per Day (6/5/5/4/3/1; save DC 13 + spell level): 0— *detect magic, guidance, inflict minor wounds (x2), resistance, virtue;* 1st— *bane, cause fear, deathwatch, doom, sanctuary;* 2nd— *align weapon, darkness, death knell, enthrall, shatter;* 3rd— *bestow curse, blindness/deafness, inflict serious wounds, prayer;* 4th— *inflict critical wounds* (x3); 5th— *mass inflict light wounds.*

Domain Spells (Death, Evil): 1st— *cause fear;* 2nd— *desecrate;* 3rd— *animate dead;* 4th— *unholy blight;* 5th— *slay living.*

Possessions: +2 heavy mace, efreeti bottle, wand of cure light wounds (27 charges), *ring of fly, amulet of ESP*.*

Combat Tactics: When met in his private quarters Statinstor attacks immediately while raising the alarm for additional help, which arrives within 1d3 rounds.

Hellbridge Temple, Level 2

This level, though separated from the other temples, is not patrolled or monitored by the priests above. While priests do enter the level, they rarely check the rooms as they are almost certainly heading down to the maze of tunnels beneath the City State to wreak some havoc on the neighboring temples.

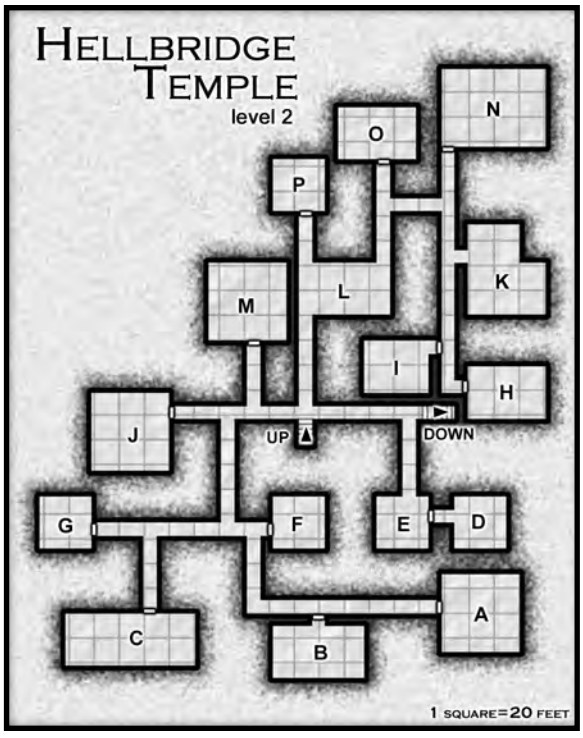
A. Temple Spiders (EL5)

These spiders escaped from the Temple of the Spider God a long time ago and made their way here. They attack anyone entering the room as a possible food source. Their only treasure is a total of 11 gp scattered across the floor.

Temple Spider (5): CR 1; hp 18 each; see the **Monster Appendix**.

B. Jengie's Hideout (EL6)

This room is presently the hideout for a young wizard that got a bit full of himself. After attempting to blackmail an assassin, Jengie found himself the target of



assassination himself. The Assassins' Guild is offering a 1,000 gp reward for proof of his death. Jengie is understandably paranoid and there is a 70% chance he thinks anyone here is from the guild, if this is the case he attacks immediately. Otherwise, he might be willing to talk to the PCs or even trade with them for food.

Jengie, male human Exp2/Wiz5: CR 6; SZ M; HD 5d4+5; hp 17; Init +1; Spd 30 ft.; AC 13 (+1 Dex, +2 *bracers*), touch 11, flat-footed 12; BAB/Grap +3/+3; Atk +3 melee (1d6, quarterstaff); SA spells; SQ summon familiar; AL LN; SV Fort +2, Ref +2, Will +8; Str 10, Dex 13, Con 13, Int 15, Wis 12, Cha 10.

Skills: Appraise +5, Concentration +9 , Craft (bowmaking) +7 , Craft [fletching] +7 , Knowledge (arcana) +10 , Knowledge (nature) +7 , Listen +5 , Profession (bowyer) +5 , Profession (fletcher) +5 , Profession (merchant) +4 , Spellcraft +10 , Swim +3 . *Feats:* Craft Arms and Armor, Craft Wondrous Item, Eschew Materials, Martial Weapon Proficiency (longbow), Scribe Scroll, Weapon Focus (longbow).

Possessions: Wand of magic missile (41 charges; caster level 10th), *potion of cure moderate wounds, arcane scroll of 2 spells (dimension door, fly), arcane scroll of 3 spells (chill touch, animate rope), bracers of armor +2.*

Arcane Spells per Day (4/4/3/1; save DC 12 + spell level): 0— *daze, detect magic, ray of frost, read magic;* 1st— *mage armor, shield, sleep true strike*; 2nd— *Mel's acid arrow, daze monster;* 3rd— *fireball.*

Description and Personality: At about 36 years old, Jengie is a short (5 ft. 3 in.) man that keeps his black hair and beard trimmed close to his head and face. His green eyes, though attractive, tend to look away from others' eyes making him seem somewhat shy. Born the son of a prostitute, Jengie is very touchy about his social status. Originally apprenticed to a fletcher, he eventually earned enough money to attach himself to a wizard in an effort to compensate for his illegitimate birth by gaining power. Now he does have power, unfortunately, his inner insecurity drives him to use it. He attempted to blackmail a member of the Assassins' Guild, and is presently running for his life. Jengie uses all spells he has available, except those that are lightning based. The crackle of electricity and boom of thunder triggers overwhelming fear. If someone uses a lighting-based spell against him Jengie must succeed at a Will save (DC 10) or immediately run for his life.

Combat Tactics: Jengie is twitchy and paranoid. If he hears any sign that someone is approaching he casts *mage armor* and *shield* on himself and prepares for battle. He is willing to talk, but only so long as nobody tries to circle behind him. If someone circles behind him he decides they are indeed an enemy and attacks. His favorite tactic is to use a web spell to trap and slow his opponents and follow-up with *magic missiles* cast from his wand. Diplomacy checks against Jengie have a DC of 15, since his initial attitude is Unfriendly.

C. Zombies (EL3)

This forgotten room houses **4 zombies** that were placed here by a long dead wizard to protect his hidden treasure. A carved and finished wooden box (20 gp) hidden behind some loose stones (Search DC 28) holds a cast gold goblet (250 gp), a silver pin with a large opal set in it (200 gp), and a gold belt buckle with eight small jade stones set in it (150 gp). The mindless zombies follow their last order and attack anyone entering the room.

Zombie (4): CR 1/2; hp 16; see the MM.

D. Poat's Madness (EL1)

Poat spent 4 years working in the **Glory Hole Dwarven Mines** only to be fired just recently for no apparent reason. A deep depression followed, along with the discovery that he didn't like the company of females who are, in his mind, "silly and stupid." Poat finally retreated to the underground regions of the City State finding them comfortable and reminiscent of the mines that he had come to know so well. Eventually he ended up here. Whether through luck or caution, Poat has been living here unmolested for several months. His luck has been fading however. He is presently trapped in this room by the suchfed in Area E (below). While many creatures avoid the truly mad, the suchfed have no such fear.

Poat, male human Ftr1: CR 1; SZ M Humanoid [Human]; HD 1d10+2; hp 12; Init +0; Spd 30 ft.; AC 13 (+1 Dex, +2 leather armor), touch 11, flat-footed 12; BAB/Grap +1/+5; Atk +6 melee (1d8+4, heavy pick); AL NG; SV Fort +4, Ref +1, Will +0; Str 18, Dex 12, Con 14, Int 9, Wis 11, Cha 12.

Skills: Climb +8, Jump +8. *Feats:* Cleave, Power Attack, Weapon Focus (heavy pick).

Description and Personality: Poat is about 22 years old and stands 5 ft. 3 in. tall. His 160 lb. are carried on a wide, large-boned frame. His size helps him get along with dwarves of all types and he speaks dwarven fluently. His black hair and beard are trimmed short, but the cutting is uneven. This, combined with the twitching of his black eyes gives some faint hint of how disturbed Poat really is. He has a 50% chance of being either enthusiastic, animated, and helpful or surly, sullen, and withdrawn. There is a 5% chance per 5 minutes of conversation that his mood suddenly shifts. Each mood shift increases the chance for further changes by 2% with each additional change being progressively greater. Poat arrived here through the lowest levels and knows the way back down. Unfortunately, his directions are often skewed, while he can direct the PCs to the third level he cannot give them any real idea of a safe idea to get back to the City Sewers.

E. Suchfed (EL5)

The open doorway to the north allowed **4 suchfed** to wander into the room. Poat (above) is presently trapped behind the locked door to Area D by these creatures.

Suchfed (4): CR 1; hp 12, 14, 14, 23; see the **Monster Appendix**.

Combat Tactics: The suchfed begin by using their breath weapons, spreading out to try to take in as many targets as possible. Then they dart forward and make bite attacks before trying to move back to use their breath weapons again.

F. Crocman (EL3)

This **crocman** is the result of a sick experiment by a demented priest (See the section describing the Temple of Pegana). It escaped its captors and fled through the sewers before ending up here. This crocman is such a hideous monstrosity that merely viewing it can make people ill (Fortitude save [DC 12] or be struck with nausea for 1d4 rounds). The crocman has never run into anything that didn't attack it so it attacks immediately fearing the PCs are attempting to capture or kill it.

Crocman, Ftr1: CR 3; hp 26; see the **Monster Appendix**.

G. Eoka (EL9)

Eoka from the Temple of Harmakhis are beginning to spread throughout the City State via the sewer system to create havoc in other temples. To this end, **2 eoka** have set up this area as a base of operations for disrupting the temple above. So far they have collected a bit of treasure including; 20 gems (10d100 gp each), a gold ring with an emerald setting (3,000 gp), a heavy gold necklace (200 gp), and a silver medallion on a silver chain (100 gp).

Eoka (2): CR 7; hp 52, 54; see the **Monster Appendix**.

Combat Tactics: The demons attack anyone they see with undue ferocity and track down fleeing PCs to prevent them from telling anyone they are here.

H. Dire Rats (EL1/3)

A massive battle took place in this room, a battle resulting in 14 dead dire rats and a single dead gosa. One live **dire rat** remains, it stands on the corpse of the gosa contentedly eating its flesh. His injuries and full stomach make him move at half the normal movement rate and he presently has only 1 hp remaining.

Dire Rat: CR 1/3; hp 5; see the *MM*.

I. Ongki (EL5)

This room is home to 3 ongki that keep a small **locked wooden chest** (Open Lock [DC 22]) against the west wall. The chest contains 30 gems (10d10 gp each) and 26 pieces of jewelry (10d20 gp each). Unfortunately, the treasure is covered with a **contact poison** (Fortitude save [DC 14]; 1d4 Con/2d4 Con) that the ongki happen to be immune to. These creatures attack anyone attempting to enter their private domain.

Ongki (3): CR 2; hp 8, 14, 22; see the **Monster Appendix**.

J. Dire Rats (EL4)

As the party enters the room **9 dire rats** flood out of holes in the wall to attack them. Fearless, the rats fight until all are slain. A careful examination of the room (Search DC 30) can turn up a small amethyst (330 gp) beneath a small pile of dust and dried bones in the corner.

Dire Rats (9): CR 1/3; hp 5; see the *MM*.

K. Baboons (EL5)

Baboons are territorial creatures, these 6 baboons escaped from the Temple of Thoth only to be run out of levels below by more of their own kind. Since fleeing they have set up this area as their territory and strongly resent any intrusions. They collected 21 gp that lie around lose on the floor as mere curiosities.

Dire Baboon (3): CR 2; SZ M Animal; HD 3d8+6; hp 16, 19, 22; Init +3 (Dex); Spd 40 ft., climb 30 ft.; AC 16 (+3 Dex, +3 natural), touch 13, flat-footed 13; BAB/Grap +2/+6; Atk +6 melee (1d6+6, bite); SQ scent; AL N; SV Fort +5, Ref +6, Will +4; Str 19, Dex 16, Con 14, Int 2, Wis 12, Cha 4.

Skills: Climb +15, Listen +5, Spot +5.

Combat Tactics: The baboons defend their territory fiercely, howling and screeching as they attack. Fortunately, they back off if PCs flee far enough from their home.

L. Empty Room

This room is empty and shows no signs of recent habitation, probably due to the fact that it is the site of unusual manifestations. As the PCs enter the room they hear the whistle of wind and any torches or lanterns carried begin to flicker as if a strong wind is blowing through the room, yet no wind is felt. Then they begin to hear footsteps coming down the north corridor but are completely unable to Spot any-

thing there despite any spells or special precautions. Then the sound of a hard fought melee breaks out in the center of the room, ending in moaning and maniacal laughter. Finally, all falls silent except for the whistling, yet unfelt, wind.

M. Spiders (EL 5)

Cobwebs fill the room, as they should, this room is home to **10 monstrous spiders** that leave often to hunt for prey that seems unwilling to walk into their room. The spiders maintain a small pile of coins and small gems totaling 256 gp, 127 sp, 21 cp, and 6 gems (10d10 gp each) in the center of the room.

Small Monstrous Spider (10): CR 1/2; hp 4; see the MM.

N. Eoka (EL 9)

Like many of its kind, this eoka demon is simply patrolling for trouble. It is actively seeking battle simply because it is bored. It has no treasure or weapons, relishing the ability to kill with its natural weapons.

Eoka (2): CR 7; hp 55, 58; see the **Monster Appendix**.

O. Clerics (EL 8)

Despite their confidence and bold manner, this patrol of **6 clerics** is inadequate for the task given them. They have been given the duty of cleaning out the second level of the temple to take it back from the various creatures that have moved in. They are resting from their recent battle with 5 giant spiders and, although fully healed, are low on spells. The party consists of **5 acolytes** lead by an **elder priest** named Siv.

Siv, male human Clr6: CR 6; SZ M; HD 6d8+12; hp 40; Init –1; Spd 30 ft.; AC 15 (–1 Dex, +6 *chain shirt*), touch 9, flat-footed 15; BAB/Grap +4/+5; Atk +5 melee (1d8+1, heavy mace); SA turn/rebuke undead (4/day), spells; SV Fort +7, Ref +1, Will +8; Str 13, Dex 8, Con 14, Int 10, Wis 16, Cha 12.

Skills: Concentration +11, Knowledge (religion) +9, Spellcraft +9. *Feats:* Extend Spell, Heighten Spell, Maximize Spell, Quicken Spell.

Possessions: *+2 chain shirt*, heavy mace, *wand of cure light wounds* (26 charges).

Divine Spells per Day (5/4/4/3; save DC 13 + spell level): 0— None; 1st— *bane, divine favor;* 2nd— None; 3rd— None.

Domain Spells (Destruction, Evil: None. Siv has used all of his Domain Spells for this day.

Acolyte, Clr2 (5): CR 2; SZ M; HD 2d8; hp 12, 14; Init +2 (Dex); Spd 30 ft.; AC 12 (+2 Dex); Atk +2 melee (1d8, heavy mace); SQ turn undead (4/day); AL NE; SV Fort +3, Ref +2, Will +5; Str 13, Dex 14, Con 11, Int 10, Wis 14, Cha 12.

Skills: Concentration +5, Knowledge (religion) +5, Spellcraft +5. *Feats:* Extend Spell, Heighten Spell, Maximize Spell.

Divine Spells Prepared (4/3): None. The acolytes have used all their spells in recent battles.

Domain Spells (Death/Evil): None. The acolytes have used all their spells in recent battles.

P. Shay (EL 5)

Shay retreated to living underground due to his debilitating fear of being run down by a horse or cart and his inability to trust others. He is increasingly disturbed by the rising frequency of his meetings with other people underground. This is mostly due to the Overlord's attempts to flush undesirables out of the sewers and tunnels. He is suspicious and hostile to anyone he meets but does not attack directly.

Shay, male human Ftr5: CR 5; SZ M; HD 5d10+5; hp 49; Init +7 (Dex, Improved Initiative); Spd 20 ft.; AC 18 (+3 Dex, +4 chain shirt armor, +1 light wooden shield), touch 13, flat-footed 15; BAB/Grap +5/+7; Atk +8 melee (1d6+6, spiked shield); Full Atk +6/+6 melee (1d6+4, spiked shield); AL CG; SV Fort +5 , Ref +1 , Will +1 ; Str 14, Dex 16, Con 13, Int 13, Wis 10, Cha 9.

Skills: Climb +6 , Intimidate +7 , Jump , Swim +12 . *Feats:* Improved Initiative, Improved Shield Bash, Two-Weapon Defense, Two Weapon Fighting, Weapon Focus (spiked shield), Weapon Specialization (spiked shield). Climb and Jump skills reduced by –4 armor check penalty.

Possessions: Spiked shields (2), chain shirt, *potion of cure moderate wounds, ring of jumping.*

Description and Personality: Shay is the 34-year-old son of an unmarried servant girl; he has long, braided red hair hanging well past his shoulders, a short beard, and deep black eyes. He is suspicious and hostile toward anyone he meets. He doesn't have normal attack weapons, but uses two small spiked shields, one in each hand. This often causes opponents to pause at least long enough for some sort of discourse. He wants no part of the increasing battles below ground and does his best to avoid them. Only the most skilled diplomat can get him to part with his knowledge of the lower levels and tunnels (Diplomacy [DC 20], since his initial attitude is Hostile). Shay cannot be Intimidated easily (he has a +10 insight bonus to resist Intimidate checks) simply due to the harsh life he led before retreating beneath the City State.

Combat Tactics: Shay prefers to avoid battle, but is more than willing to charge into melee with both of his spiked shields if someone begins casting a spell at him or threatens him. Shay likes to bull rush spellcasting opponents when given a clear line of attack.

Hellbridge Temple, Level 3

A quick glance at the map shows that the original builders of the temple began yet another basement level before they either ran into the tunnels, or quit trying to make them uniform. These tunnels connect to the maze of sewers and tunnels beneath the City State and are as wild and dangerous as the maze area described in The Three Temples, Level 3.

A. Clerics (EL6)

Just as a party of clerics was sent to clear undesirables out of Level 2 of the temple, this party, rather its remnants, was sent to clear out Level 3. Two priests survived the ordeal. The elder leading the party and one acolyte remain alive. They are returning to report their failure in the hopes of gathering a stronger party for another attempt. They are both injured, exhausted, and out of spells, potions and magic items so they do their best to negotiate their way out of combat if they can. Diplomacy checks with these fatigued clerics are at DC 15, since their initial attitude is Indifferent.

Elder, male human Clr6: CR 6; hp 10; Str 11, Dex 13, Con 13, Int 13, Wis 18, Cha 14.

Acolyte, male human Clr2: CR 2; hp 4; Str 13, Dex 14, Con 11, Int 10, Wis 14, Cha 12.

B. Giant Spiders (EL4)

After being chased from their previous location, these **3 monstrous spiders** are trying to set up a new home here. One of the spiders somehow managed to swallow 3 silver rings (50 gp each) that are still in its gullet. The spiders are tired of moving and attack anyone reaching their intersection with unusual ferocity.

Medium Monstrous Spider (3): CR 1; hp 8, 11, 14; see the MM.

C. Dire Rats (EL varies)

The bodies of 7 humans and 18 dire rats are strewn about the area as the remains of a great and recent battle. Feeding on the dead are **24 dire rats** that defend their food with unusual blood lust. There is a 20% chance each round that an additional **1d4 dire** rats show up to join the battle. The human corpses all possess chainmail and heavy maces and have a total of 56 gp, 32 sp, and 15 cp between them.

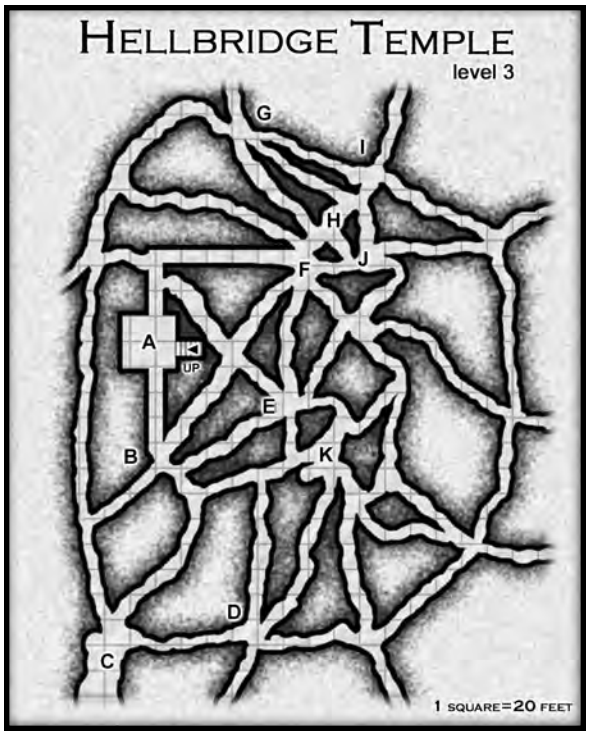
Dire Rats (24–28): CR 1/3; hp 5; see the MM.

Combat Tactics: After finishing their recent battle and feeding on the remains the rats are full of blood-lust and attack anyone entering the room with a +1 circumstance bonus to attack, damage, and saving throw rolls.

D. Berserkers (EL8)

Boredom strikes many of the berserker guards of the Temple of Odin and these **9 berserkers** (Bbn2) are no different. They carefully left all valuables behind and armed themselves with greataxes before heading underground to look for a fight beneath the Hellbridge Temple.

Combat Tactics: Their tactics are simple. They are beneath the Hellbridge Temple so anyone here must be an enemy. They rage and attack anyone and anything they see. They are bored, actively looking for a fight, and generally presume anything this far below ground must be evil.



E. Zombies (EL1)

Careless orders left these putrescent zombies wandering about the lowest levels aimlessly. The **2 zombies** only fight if attacked and don't seem to have any set purpose to their wandering.

Zombie (2): CR 1/2; hp 16; see the MM.

F. Crocman (EL3)

This half-man-half-beast escaped from its creator in the Temple of Pegana and made its way to the sewers and tunnels beneath the City. He has no plans for the immediate future other than survival. Unfortunately, he is hungry and attempts to kill at least one PC if he spots the party.

Crocman, Ftr1: CR 3; hp 22; see above or the **Monster Appendix** for more information.

G. Ounga (EL7)

Nature sometimes indulges in odd experiments such as the duckbilled platypus. The **ounga** is such an experiment. It has only two limbs located at the front of its body ending in prehensile hands. A large, round body like that of a pig, approximately 5 feet in length, tapers down to a wide, flattened tail. It has no head, per se, but the front end of the creature has an array of primitive eyespots and sensing organs. Although it moves slowly on land, it swims extremely well. The **4 ounga** wandering here are a bit lost and carry no treasure to speak of.

Ounga (4): CR 3; hp 27, 36, 38, 43; see the **Monster Appendix**.

H. SUCHFED (EL5)

This is the scene of a recent suchfed attack. The body of an adventure lies in the center of the hall surrounded by **5 suchfed** that are busy tearing apart his remains. Their victim wears slightly singed *+1 leather armor* and has a scorched *+1 shield* as well as a *potion of ugliness* (lowers Cha by 2d6 points for 2d4 hours), a *potion of hearing* (+10 bonus to Listen checks for 2 hours), and 6 gp.

Suchfed (5): CR 1; hp 11, 13, 14, 15, 17; see the **Monster Appendix**.

Combat Tactics: The suchfed attack anyone entering the area despite their recent battle. After their last battle 2 can breathe fire only once and the rest can breathe fire twice.

I. CHANG (EL4)

Looking a bit worse for wear, Chang is a minor nobleman that fled underground after killing an opponent in an impromptu duel.

Chang, male human Rgr4: CR 4; SZ M; HD 4d8+4; hp 24; Init +2; Spd 30 ft.; AC 15 (+2 Dex, +3 studded leather), touch 12, flat-footed 13; BAB/Grap +4/+6; Atk +7 melee (1d8+2, longsword); Full Atk +5/+4 melee (1d8+1/1d6+1, longsword/short sword); SA favored enemy (animals); SQ animal companion, combat style (two-weapon fighting), wild empathy; SV Fort +5, Ref +6, Will +2; Str 14, Dex 15, Con 13, Int 10, Wis 12, Cha 9.

Skills: Climb +8 , Concentration +2 , Handle Animal +5 , Hide +8 , Listen +8 , Move Silently +8 , Spot +8 , Survival +8 . *Feats:* Dodge, Endurance, Track, Two-Weapon Defense, Weapon Focus (longsword). Climb, Hide, and Move Silently checks reduced by a –1 armor check penalty.

Possessions: Studded leather, longsword, *potion of cure moderate wounds*, *potion of cure light wounds*.

Ranger Spells per Day (1; save DC 11 + spell level): 1st—*Jump*.

Description and Personality: Chang is a 26-year-old man with long, platinum blond hair and a light red beard, both of which look rather dirty and unkempt after his time beneath the City State. He stands 6 ft. tall and weighs 194 lb. most of which is muscle. Chang's father taught him to distrust strangers and his suspicious reactions brought about the disastrous duel. Chang is well aware that he would be safe if he could get out of the City State and back to his own holdings, but he isn't sure how to go about it safely so he simply hides. His father's gambling habits drained all of the family resources, upon his death Chang was left only with heavily mortgaged property and enough food to keep the slaves and servants working. Even if offered help, Chang is unlikely to trust anyone rapidly. Diplomacy checks with Chang are at DC 15, since his initial attitude is Unfriendly.

Combat Tactics: Chang has no bow, his favorite weapon, so he must fight with the rapier and dagger he has with him. If he can avoid battle he does, he didn't enjoy killing his opponent and deeply regrets the mistake. If attacked, he fights to the best of his ability.

CHAPTER THIRTEEN: THE TEMPLE OF PEGANA

This chapter details the levels beneath the secretive temple of Pegana run by Mung and protected by his beast. See the description of the Temple of Pegana in Part I: City State, at area 309.

THE TEMPLE OF PEGANA, LEVEL 1

This level of the temple basement is public and, if necessary, anyone would be allowed down here. It is devoted to the day to day maintenance of the temple.

A. RELIC STORAGE

This room is filled with items of religious significance. The largest portion of the room is taken up by 15 stacks of boxes that are 3 ft. cubes. These are stacked 3 high along the west wall. Each box holds nine black beeswax candles packed in straw. The candles are 2 ft. tall and 3 in. in diameter. There are also two boxes containing ceremonial clothing. One is 4 ft. x 2 ft. x 1 ft. and holds 17 black robes with long sleeves and large cowls. The other box is 1 ft. x 1 ft. x 6 in. and holds 10 black masks. It sits atop the first box in the northwest corner.

On the north wall are two bronze braziers 30 in. in diameter and 12 in. deep in the center. They both sit on triangular wooden stands. Between them is a wooden reading stand upon which is a thick scroll in a soft leather case. Stamped on the case is the inscription, "The Words of Mung." In the northeast corner are 4 boxes, each 18 in. x 18 in. x 12 in. These contain the "Holy" Symbols used by the priests of Pegana: cast iron crabs. There are 5 layers of 20 crabs each in each box, for a total of 100 crabs per box (1 gp each).

A large chest or cabinet with doors on the front and a gabled top occupies the middle of the southern wall. It is made of carved wood with gold beaten over it with gold rings set in the four corners at the top. The box itself is 3 ft. x 3 ft. x 4 ft. and the front doors are held shut by a cord wrapped around two knobs. A 3 ft. tall statue of an armored female carrying a trident stands inside the box, which is actually a shrine. Leaning against the wall beside the box are the two 6 ft. long wood poles covered in gold that are used to carry the shrine via the rings on the box. The shrine and statue together are worth 1,500 gp.

B. ABLUTION ROOM

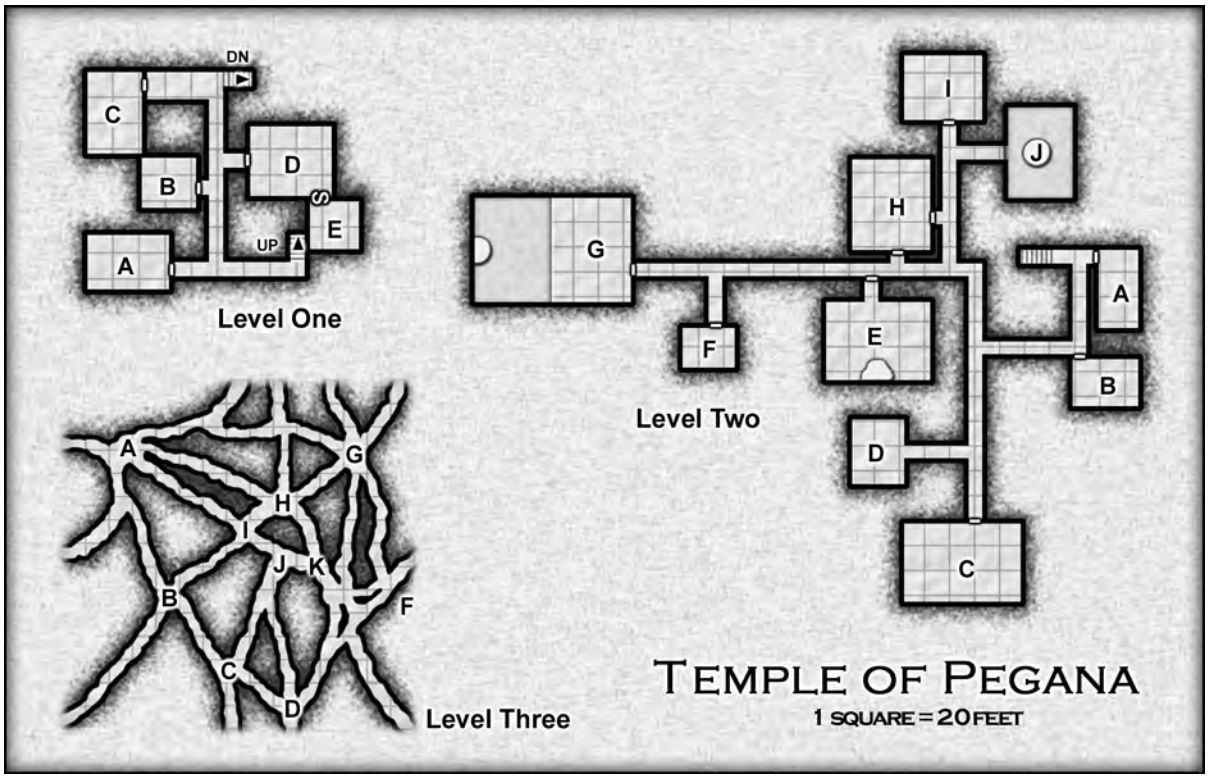
This room has been set aside for the ceremonial washings required before all rituals in the Temple of Pegana. Water is supplied by pipes coming from the nearest wall, unfortunately, the room contains no drains so used water must be hauled out in buckets.

C. VESTRY

The room is furnished with wood benches to sit on and hooks for clothing. It is used for storing ceremonial garb and as a place for the priests to change clothing. There is a small chance (20%) that **2d4 acolytes** (Clr1) are preparing for a service at any particular time.

D. GENERAL STORAGE

Any temple eventually collects quantities of various stuff which is too good to throw away, yet not really useful. Such items are stored here. The list includes a single large wooden spoon, 2 balls of twine, a bronze chalice, a barrel of vinegar, a small box of catnip, a burlap bag holding 11 garlic buds, a dusty smock, an old plum pudding and a jar containing a viscous liquid of unknown nature.



The storage room does have a secret door leading to the treasury in the southwest corner. This door is very difficult to locate (Search DC 22) and even more difficult to open as it requires locating a stone in the northwest corner of the room and pulling it out slightly. Once this stone is pulled the door automatically slides to one side.

Secret Stone Door: 8 in. thick; Hardness 8; hp 120; Break (DC 28); Open Lock (See text above).

E. Treasury

The treasury can only be reached through the secret door found in the **General Storage** room (Area D, above). A **large chest** stands in the center of the room. The chest has a complex locking mechanism, but is not locked, and contains only 4 gems (690 gp, 570 gp, 300 gp, and 40 gp). Mung has spent the rest of the temple treasure on his experiments.

F. Secret Door

This door has the same statistics as the door described above (Search [DC 22]; 8 in. thick; Hardness 8; hp 120; Break [DC 28]), but can only be opened or closed on pronunciation of the word "Alhazred."

Judge's Note: Arrangements may have to be made to allow the PCs to discover the secret word, such as overhearing it used, finding it on a piece of paper in another part of the temple, etc.

Temple of Pegana, Level 2

The second level, unlike the first, is secret and few other than the most trusted clergy even know of its existence. Few people discovering this level have ever returned to tell the tale. This is where Mung spends most of the money and sacrifices of the Temple of Pegana on his ghastly experiments. The temple is on the verge of bankruptcy, a tightly held secret that few priests know. Those who do discover this, and complain, promptly disappear. Mung spends 60% of his time on this level and is found here at any time of the day or night.

A. Laboratory

Any wizard or alchemist would feel right at home here. A pentagram is drawn on the floor with chalk, a table covered with various alchemical components stands against the south wall, and a desk covered with pieces of parchment rests near the north end of the east wall. The desk holds 3 books, two bound in wooden covers and the third bound in what appears to be smooth, light brown leather. None has titles on the binding, but they can be identified from their title pages. The first two are ***Metripol Submarinique*** by Jean Congiere, and ***Creaturae Immortatae*** by Tharsus. The leather-bound book is titled ***Necronomican*** by Abdul Alhazred. None of these books are written in any known language. In fact, all three are written in different alphabets. Using a magical means to read any one of these books forces a Will save (DC 24) with failure resulting in insanity. Insane victims claim to see giant amoebae, floating spheres, frog people,

and other grotesque things, often making little or no sense. A reader making a successful saving throw falls unconscious, and, once awakened, will never reveal what was read, giving only dark hints about "horrors too great to be revealed," or "knowledge man was not meant to have."

Incidentally, those who do go insane, might not really be crazy. They have simply learned of beings of ancient days and distant planes that lurk at the edges of man's knowledge. The general public will never believe these stories and believe the speaker is mad. The cover of the ***Necronomican*** is made of human skin (Intelligence check DC 20), but few are likely to recognize it. The three books are worth a vast fortune to an evil wizard or alchemist, it is likely that such an individual would simply kill the bearer of the book and take it from their corpse. Any powerful person of good alignment recognizing the texts would certainly burn them and execute the owners.

The other clutter on the desk includes notes and a journal written in Mung's personal shorthand. Understanding his shorthand requires some effort (Intelligence check DC 24), but reveals many of his plans and experiments. The journal tells of his progress in breeding animals with humans and of the results of various alchemical mixtures and observations of the resultant creatures.

The table has a wide variety of alchemical components on it, some of which are labeled, including; Asafetida, Acacia, Acorn, Fennel, and Pumpkin Seed. All of these are powders or leaves. A variety of other vials with meaningless labels, or no labels at all, containing different liquids, some exceedingly foul in appearance are lined up in rows on the table. One flask sits alone, it contains a liquid that slowly fluctuates in color from blue through green to yellow and back again. All colors are always present in the liquid, but one color always predominates. The liquid releases a poisonous gas, anyone sniffing the flask must make a successful Fortitude save (DC 16) or fall over dead. A successful save leaves the victim with a cough and burning lungs (1d6 points of damage, 1d4 points of temporary Constitution damage). An odd side effect of this is that the victim will find they can hold their breath underwater for much longer periods of time (double normal). Anyone drinking the liquid is transformed into a crocman (see monster appendix) with a Fortitude saving throw (DC 20) allowed 1d8 hours later to return to normal. If the save is failed, the victim remains a crocman.

B. Storage Room

A tangled heap of clothing, cheap jewelry, and other personal effects from Mung's victims occupies the center of the dirty, dank room. With more and more experiments being performed, Mung is less choosey about his victims, taking unwary travelers or worshippers from all walks of life if he can do so undiscovered.

C. Holding Room

The walls are set up with 16 sets of manacles and is used to hold captives until they are needed for experimentation. All of Mung's victims are human, there are presently **9 males** and **2 females** (Com lvl 1–4) chained naked to the walls. Captives range in age from 10 to 60 (1d6x10) years old and are all slaves or commoners. The captives do not know exactly where they are, or what is happening to them, only that the situation is extremely terrifying.

D. Shrine

This room appears to be a small chapel dedicated to some evil god. A pentacle similar to the one in the laboratory is carved into the stone floor. This diagram is far more complicated than the one in the laboratory though, and is used by Mung to summon extra-planar creatures for service, discussion, and friendship.

E. Nursery (EL10)

Anyone opening the door is hit with a tremendous fishy odor. Beyond are small creatures that look like small, fleshy crocodiles. They are young crocmen, that average only 3–4 ft. long. As young they are somewhat weaker than adults. The **21 young crocmen** in the room have completely befouled the pool of water at the back. The pool of water is just deep enough to allow the crocmen to swim, and there is a rock at the center for them to rest on. Remnants of their last meal, and adult crocman, rest just in front of the pool. The young crocmen associate the opening of the door with the arrival of more food and flood toward the door to get something to eat.

Crocman (21): CR 2; hp 4, 5, 6 (x2), 8 (x2), 9, 10 (x2), 11 (x2), 12 (x4), 13 (x4), 14, 17; see the **Monster Appendix**.

F. Breeding Room (EL3)

This room is thoroughly disgusting to anyone with normal sensibilities. A wretched, frightened **human female** (Com1) lies chained to the floor in a spread-eagle position while a crocman sniffs about. The walls and floor are clammy, as well as slightly slippery, and there is an almost overpowering stench.

The young woman was a serving maid at a local tavern and was pulled off the street in the middle of the night. She has seen so many horrors that her mind is completely overwhelmed. She has no idea how she got here, who did this to her, or why. The panicked girl only wants to escape and forget the entire experience.

Crocmen are exactly what they sound like, a grotesque cross between a crocodile and a human, and represent Mung's only successful attempt at crossbreeding to date. He has continued his experiments with them, trying to cross them back to humans to see what the result might be. This crocman is a fairly large adult that, although well fed, is certain to protect its "treasure" by attacking anyone entering the room.

Crocman, Ftr1: CR 3; hp 18; see the **Monster Appendix**.

G. Quarters (EL 9)

The long, narrow room houses **8 crocmen**, including one female. The back 30 ft. of the room is a pool of water filled to a depth of 20 ft. A 20 ft. diameter semi-circular island on the back wall provides a lounging area for the crocmen. The crocmen swarm out of the water and approach the door expecting to be fed. They attack without fear and become frenzied if injured.

A close examination of the pool reveals it is polluted with bits of floating flesh and other disgusting debris. The water is murky due to the heavy algae growth on the nauseating pollutants. Dredging the bottom turns up nothing more than a layer of bones. The island has only a human leg bone from which one of the crocmen was cleaning the flesh.

Crocman, Ftr1 (8): CR 3; hp 13 (x3), 15 (x2), 16, 18, 22; see the **Monster Appendix**.

H. Disposal Room

Should a crocman, a human, or any victim of an experiment die, Mung brings it here until it is time to feed the crocmen. Then the body is simply tossed into the quarters of the crocmen, thus eliminating the need for any other type of disposal of dead bodies that might call the attention of authorities to the Temple. If there are no dead carcasses available, a live captive or failed experiment (of which there are many) is used to feed the crocmen. Crocmen do not seem inclined to devour each other as long as they are well fed and none of them is dead or injured. If not fed

regularly, they consume the dead bodies of their fellows and have been known to tear to pieces an injured crocman, afterwards feasting on the remains.

There is a hole in the floor in the northwest corner through which Mung habitually drops crocmen when their quarters get overcrowded. He cannot bring himself to kill what he has created. He has no idea where the hole leads; he only knows that those creatures he releases into the hole do not come back. It actually connects to the third level of the basement, the doorway to the sewers and the underground world that exists below the City-State.

Any bodies left in this room have been stripped of any valuables and are generally so abused that identification is virtually impossible.

I. Quarters (EL Variable)

Unlike the other room for housing crocmen, this room is completely dry except for a water-filled hole of about 10 ft. in diameter. The hole is actually one end of a water filled tunnel leading to the **Pool Room** (Area J). A total of **10 crocmen** spend their time traveling between this room and the Pool Room. As many as **4+1d4 crocmen** are in this room when the door is opened, the rest are in the Pool Room. Any crocmen in the room attack anyone coming through the door, expecting food, and upset that it isn't presented to them.

Crocman, Ftr1 (4+1d4): CR 3; hp 17 each; see the **Monster Appendix**.

Combat Tactics: The crocmen attack without fear, yet, if more than half of their number are dead or injured the remaining crocmen flee through the tunnel to **Area J** to regenerate.

J. Pool Room (EL Variable)

Although most doors on this level are unlocked, the **door** to this room is locked (2 in. thick; Hardness 5; hp 20; Break [DC 25]; Open Lock [DC 25]). This is not to prevent its use, but simply because there is no need to use it. A 20 ft. deep pool of water occupies the entire room and an underwater tunnel leads to **Area I** (above). Any crocmen not killed there may be encountered here, and vice versa. There are a total of 10 crocmen between this room and Area I, with **1d6 crocmen** in this room initially and the rest occupying Area I.

As usual, the crocmen head to the door as soon as it is opened. They suffer a disadvantage when trying to get out of the water and into the narrow hallway before the door giving them a –2 circumstance penalty to AC as they are climbing out of the water. Once out of the water this penalty is lost. On the other hand, crocmen that can grab a victim and drag them into the water gain a significant advantage (+4 bonus to attack and damage rolls while in the water).

Crocman, Ftr1 (1d6): CR 3; hp 17 each; see the **Monster Appendix**.

Combat Tactics: The crocmen attack without fear, doing their best to drag victims into the water where they are far more comfortable and gain significant advantages.

Temple of Pegana, Level 3

As mentioned earlier, Mung has no idea what is on this level. He is relatively certain that it connects with the sewers because he has heard stories of his crocmen appearing elsewhere in the City. He is pleased that they seem to be surviving and prospering and is not the least bit upset that all the stories involved the killing of at least one person.

A. Entrance

This room is at the bottom of a hole leading down from **Area H** of the **Level 2** (above). It is a 40 ft drop down, 6 ft. of which is the height of the room. This makes the room taller than the main tunnels, which average about 5 ft in height and the side tunnels, which are only 3 ft high. The ground below the ceiling entrance is churned up, but there is no evi dence that any crocmen have been killed in the fall.

B. Gosa (EL 4)

A single **gosa**, a strange headless creature first mentioned in **Level 2 of the City Jail** (Area H) lives in this intersection, calmly allowing food to come to it. It attacks anything entering the intersection.

Two items lie in the center of the room. The first is a strange, very small **wooden ring**. It is too small for a human finger and is irregular in shape, as though it followed the grain of the wood. It is worth 10 gp as a curiosity. The second item is a set of **brass knuckles** that were clearly intended more for decoration than use as they are filigree with a small amethyst set in each loop. Carved on the inside of each loop is a word in archaic script, the words are Break, Injure, Maim, and Destroy. The brass knuckles are worth approximately 50 gp due to excellent craftsmanship and the gems set in them.

Gosa: CR 4; hp 57; see the **Monster Appendix**.

Combat Tactics: The gosa waits along the edge of the opening, mostly out of sight of anything coming up one of the tunnels. It attacks with its antennae first, attempting to stun its opponent before trying to kill it.

C. Dire Rats (EL 3)

The body of a crocman is being feasted on by **3 dire rats**. The rats have enough food and do not move to attack unless approached threateningly. A careful search of the crocman's corpse turns up 3 gp and a small topaz gem (150 gp) inside its stomach (Search DC 20).

Dire Rats (3): CR 1/3; hp 5; see the MM.

D. Suchfed (EL1)

One of these strange fire-breathing lizards enters the intersection just after the party does. It attacks with its breath weapon, but flees at the first sign it is outgunned.

Suchfed: CR 1; hp 19; see the **Monster Appendix**.

E. Ounga (EL7)

This area is home to **4 ounga** that defend the territory the best they can. Although slow and ponderous, these creatures are defending their home and fight to the best of their abilities, often ganging up on single opponents before moving to other targets. These creatures have collected some treasure (372 gp, 1,171 sp) they store beneath a rock (Search DC 18) in the center of the room.

Ounga (4): CR 3; hp 29, 31, 32, 34; see the **Monster Appendix**.

F. Crocman (EL6)

A particularly large **crocman** is consuming another one here. The stomach of the dead crocman contains two gems (Search DC 20), a greenish chyroprase (43 gp) and a tiny emerald (700 gp). The living crocman attacks anyone it notices, presuming they are trying to steal its food. It is particularly large, and skilled enough to survive the tunnels beneath the City State. It carries a masterwork heavy mace it discovered in the tunnels and uses it in combat.

Crocman, Ftr4: CR 6; hp 42; see the **Monster Appendix**.

Possessions: Masterwork heavy mace, hidden in stomach (eaten; Search [DC 20]); ornate silver bracelet (40 gp), emerald ring (2,300 gp).

Combat Tactics: This crocman has survived by being somewhat more intelligent than others of its kind, and by being willing to flee if injured. It attacks with its bite attack and heavy mace, focusing on unarmored characters because it has discovered armored creatures are more difficult to kill and eat.

G. Suchfed Home (EL2)

A small, narrow opening in the wall houses **2 suchfed**, a male and a pregnant female. The male attacks anything entering the intersection with a +2 circumstance bonus due to the fierceness with which he defends his mate. The female remains deep in her hole in the wall and uses her breath weapon against anyone trying to attack her or enter her small home. The size of the hole is such that her breath weapon fills it entirely, anyone in the narrow entrance automatically receives full damage from her breath weapon without a saving throw.

Suchfed (2): CR 1; hp 12, 24; see the **Monster Appendix**.

Combat Tactics: The male receives a +2 circumstance bonus to all attacks and saving throws as mentioned above. It attacks ferociously until killed or the characters flee. The female remains in her burrow, using her breath weapon to defend herself from attackers.

H. Abandoned Room

Despite being unoccupied, this area does show signs of recent habitation. The head of a war hammer rests beside the ashes of a small fire in the middle of the intersection. The ground is scarred, as if by a fight, with the only clear sign left behind being the imprint of a human foot on the wall (Survival DC 20). Someone, perhaps the recent occupant, hid a backpack in the wall (Search DC 22). The backpack contains a half-pound of jerked beef, 5 small hard biscuits, three iron spikes, a whetstone, a small box of salt, a tinderbox, and a crystal disk. The crystal disc is quite valuable (30 gp) as it can be used to focus bright light into a tight beam that can be used to stat fires or burn small items.

I. Dengo (EL9)

When entering the intersection the PCs are noticed by Dengo, a powerful wizard and therefore a dangerous foe. Dengo challenges anyone he meets in the tunnels, and attacks those that refuse to acknowledge or talk with him. He is presently tracking the source of the new threat posed by the crocmen. He fully intends to find their source and destroy it. His solo travels beneath the city are greatly aided by several powerful magic items, one of which he discovered on previous adventures and is now keyed only to him.

Dengo, male human Wiz9: CR 9; SZ M Humanoid [Human]; HD 9d4+27; hp 53; Init +1; Spd 30 ft.; AC 19 (+1 Dex, +5 *bracers*, *ring* +3), touch 14, flat-footed 18; BAB/Grap +4/+6; Atk +8 melee (1d6+4, +2 *quarterstaff*); SQ summon familiar; AL LE; SV Fort +6, Ref +4, Will +7; Str 14, Dex 13, Con 17, Int 17, Wis 13, Cha 13.

Skills: Concentration +16, Decipher Script +15, Knowledge (arcana) +15, Knowledge (local) +15, Knowledge (the planes) +15, Spellcraft +15. *Feats:* Dodge, Maximize Spell, Mobility, Quicken Spell, Silent Spell.

Possessions: Arcane scroll of 3 spells (hold person, enervation, cone of cold), potion of blur, potion of cure moderate wounds, wand of fireball (15 charges), *wand of charm person* (33 charges), *ring of protection +3, bracers of armor +5.*

Arcane Spells per Day (4/5/5/4/3/2; save DC 13 + spell level): 0—*daze, detect magic, read magic, resistance;* 1st— *alarm, magic missile (x2), shield, unseen servant;* 2nd— *blur, flaming sphere, fog cloud, hypnotic pattern, web;* 3rd—*explosive runes, haste, lightning bolt, stinking cloud;* 4th— *Evar's black tentacles, fire shield, stoneskin;* 5th— *cloudkill, Morden's faithful hound.*

Description and Personality: Dengo stands about 5 ft. 7 in. tall and carries his 185 lbs. with regal grace. He has dark hair and notable eyes, as one is black and the other blue. His humble origin as the youngest son of a baker gives him a need to prove himself; something has driven him on many adventures and is, in fact, the driving force behind his presence in the sewers. He is convinced that nothing good has happened since he was born 49 years ago and would like to obliterate all "progress" made since then. Dengo has extreme difficult trusting others, and often presumes that anyone he meets in the sewers is up to no good. Despite this constant presumption, he usually does not attack without warning.

Combat Tactics: Dengo greets the PCs from a distance, asking who they are and what they are doing here. Cautious, polite responses (Diplomacy [DC 15], since his initial attitude is Unfriendly) can begin a polite, but terse discussion of the PCs reasons, and his reasons, for being in the tunnels. Dengo seeks information about the crocmen, despite any information provided by the PCs, he has to see their source for himself and is unlikely to trust the PCs enough to travel with them. Rude remarks, or an outright attack meet with violence. Dengo casts *haste* on himself first, and then sends a *lightning bolt* down whichever tunnel the PCs are in. He then uses spells or items appropriate to the situation. Dengo is supremely confident in his abilities and never surrenders, nor does he offer the PCs a chance to surrender once battle is joined. He avoids melee combat if possible, but his magical items and sturdiness make him less afraid of it than most wizards.

J. Giant Rats (EL3)

This area is the nesting place of **10 dire rats** that have dug three nests in the walls of the tunnel. While most of the rats are young (6), the remaining adults (4) gain a +2 circumstance bonus to attack rolls and saving throws while defending their homes and young. Each nest contains 3d6 small gems (10d20 gp each) buried in the nesting (Search DC 18).

Adult Dire Rats (4): CR 1/3; hp 5; see the MM.

Young Dire Rats (6): CR 1/8; hp 1; see the MM (young dire rats have the same stat block as adult normal rats).

Combat Tactics: The rats fearlessly attack anything entering their home, only letting up when dead, or when the invaders leave.

K. Giant Spiders (EL10)

Webs block all of the entrances to this intersection. The webs are maintained and repaired by **7 large spiders** that defend the intersection to the best of their ability. They captured an adventurer, bound him with silk and laid eggs on him so that the newly hatched spiders could feed immediately. The **25 young spiders** have just hatched and killed him and are now feeding on his juices. The young spiders do not yet have any poison and are extremely weak after being hatched. Although the webs do burn well, the area is moist so it requires a magical fire to burn the webs and the webs burn slowly enough that the spiders within suffer very little damage.

The only treasure here is the 46 sp hidden in the belt pouch of the spiders' unfortunate victim.

Large Monstrous Spider (7): CR 2; hp 22; see the MM.

(Young) Small Monstrous Spider (25): CR 1/2; hp 4; see the MM.

CHAPTER FOURTEEN: THIEVES' GUILD

The Thieves' Guild's above-ground presence is detailed in Part I: The City State, at location 139.

THE THIEVES' GUILD, LEVEL 1 (EL VARIES)

This level is where most of the treasure is stored, and incidentally, where the entrances to the various tunnels out of the building are located. It may be entered with relative safety since the skeletons have never been seen on this level, but guild members spend as little time here as possible. Kaflatela is extremely frustrated by the fact that his people fear even their own treasure rooms and is annoyed by the idea that this fear alone might allow the skeletal thieves to eventually take over the area.

All ordinary **doors** on this level are made of sturdy oak and locked with ordinary locks (2 in. thick; Hardness 5; hp 20; Break [DC 25]; Open Lock [DC 25]). Secret doors are generally made of the same stone as the walls and given separate statistics.

Every 10 minutes the PCs are on this level there is a 2% (non-cumulative) chance that **1d4 thieves** (Rog lvl 1d6) arrive on other errands and discover them.

A. DISGUISES

A good thief must be able to disguise themselves and doing so successfully requires a large array of costumes, wigs, false beards, and other items. Such supplies are kept here so that a guild official always knows what the wearer of any of the articles looks like in the event they are wanted by the guild, or anyone else, for any reason. The only person that can enter this room without a superior is Kaflatela who keeps the key in his possession and has no superior anyway.

B. HALLWAY

This hallway connects to most of the rooms on this level as well as to one of the secret tunnels leading out. The door is at the end of the east leg of the hallway and opens when pressure is placed on a stone in the center of that wall.

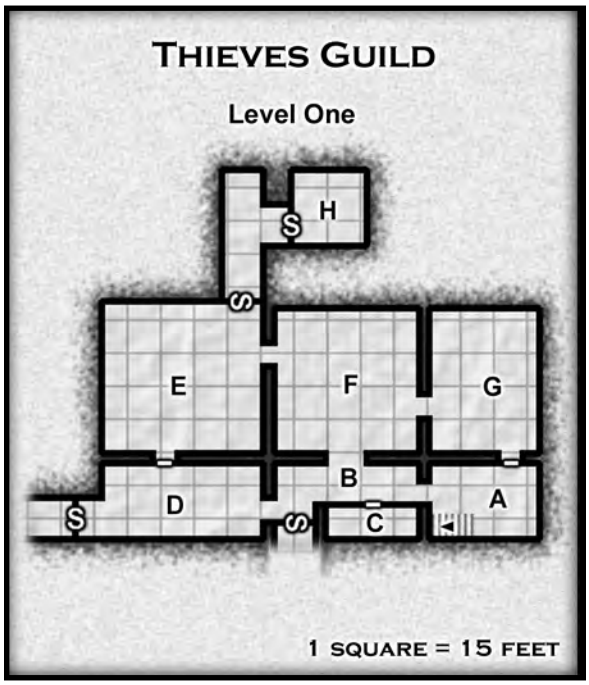
Secret Door: Search (DC 20); 4 in. thick; Hardness 8; hp 60; Break (DC 28); discovering the locking/opening mechanism requires a second Search check (DC 28).

C. CLOTHING

Clothing stored here includes loot from burglaries as well as clothing used for costumes. Virtually any type of clothing can be found here; party dresses, priests' robes, fine cloaks, and beggars' rags. Some attempt has been made to keep the clothing in some sort of order, but it hasn't been very successful. There is a 95% chance that a searcher can find a particular item of common apparel after 10d10 minutes of searching. Less common apparel, such as priestly robes from a particular temple are less likely to be present (35% chance) and take longer to find (20d10 minutes).

D. ARMORY

Weapons and armor of all types are stored here. Everything in the room is stolen, of course, so even uncommon weapons and armor can be discovered here (15% chance of an uncommon item). Cheap daggers predominate, but short swords, longswords, rapiers, spears, crossbows, and ammunition are also common. There are 10 suits of



leather armor, 3 suits of studded leather, 3 chainmail shirts, 3 breastplates, a set of full plate, and various greaves, armlets, gorgets, and helms.

Almost half (40%) of the weapons and armor stored here are of masterwork quality but magic weapons are usually recognized by the thieves and either used or stored more carefully. Even so, there is a small (1%) chance that a weapon discovered is magical. If a magical item is discovered roll a d10; 1–4, +1 bonus; 5–7, +2 bonus; 8–9, +3 bonus; 10, special weapon (created by the Judge).

There is a secret door in the southeast corner of the room. It is opened by the same key that opens the door at the top of the stairs but the keyhole is hidden behind a loose stone in the center of the south wall.

Secret Door: Search (DC 22); 12 in. thick; Hardness 8; hp 180; Break (DC 28); Open Lock (DC 35); to pick the lock the keyhole must be identified (Search DC 25).

E. Personal Goods

Boxes and piles of various personal items are tumbled through the room. Items include tinderboxes, snuff boxes, belt buckles, handkerchiefs and the like. Despite the complete lack of order, it only takes 10–20 minutes to find a particular personal item. Virtually none of the items here has great value. There is a secret door (Search DC 22) in the northwest corner of the room that is opened by pressing a trigger stone in the ceiling (Search DC 25).

F. Household Goods

General household items such as candlesticks, pans, rolled-up carpets, metal and wood dishes, and any other common household item deemed reasonable by the Judge. A few of the items have more value than others but identifying them requires a thorough search of the room (Search DC 25) taking at least 2 hours and then a successful Appraisal check (DC 18) to identify the valuable items missed by the thieves. If successful, the PCs discover an ornate wool rug (350 gp), a dwarven ritual mug made of mithral (120 gp), and 2 ornate candlestick holders (35 gp each).

G. Religious Items

Virtually everything of a religious nature acquired by the Guild ends up here. Idols, fonts, altar cloths, holy writings, incense burners, musical instruments, and even items that don't seem to be particularly religious in nature are strewn about the room with little or no consideration for which god or gods they represent. Holy, and unholy, symbols cover the room, hanging on every available projection as well as simply resting on the floor. The only religious items not found here are religious robes that are stored with other clothing.

What should immediately strike the party as odd is the fact that many of the items are extremely valuable (20,000 gp) whereas items in the other rooms are generally not very valuable. A **stone trapdoor** in the northwest corner holds the answer. This trapdoor leads down to the lowest levels of the guild, levels that are now the domain of the skeletal thieves. The guildsmen put every religious item in their possession in this room as a barrier to the skeletal master thieves that seek nothing more than the destruction of the entire Guild. This tactic appears to be working, though no guildsman is willing to swear to it.

Stone Trapdoor: Search (DC 22); 12 in. thick; Hardness 8; hp 180; Break (DC 40 [barred]). The trapdoor is held shut from this side by 2 in. thick steel bars inserted through rings on the floor. It can be opened easily from this side, but no guildsman would ever think of opening it.

H. Treasury (EL3)

This small room is exceptionally difficult to find, let alone enter. It requires passing through the locked door at the top of the stairs and at least three other locked doors before having the opportunity to locate the secret door to the hallway connecting to it (See Area E above). Finally, the **secret door** to this room must be located, and somehow opened.

Secret Door: Search (DC 22); 12 in. thick; Hardness 8; hp 180; Break (DC 28); Open Lock (special). The door is unlocked and opened by uttering the secret word "ECKTYSH," a meaningless collection of syllables carved on the key carried by Kaflatela. The door must be broken down or opened magically.

Once opened the secret door reveals a small, closet-like room with a second stone door. Close examination of the lock shows that it is identical to the lock on the door to the stairway leading down to this level. Anyone that has successfully picked that lock receives a +10 circumstance bonus to their Open Lock check when attempting to pick the lock on the second door. Unfortunately, the entire floor of this room is part of a complex **pit trap**.

Stone Door: 12 in. thick; Hardness 8; hp 180; Break (DC 28); Open Lock (DC 35). A small stone to the left of the door must depressed while opening or the entire area before the door opens into a large spiked pit.

Spiked Pit Trap: CR 3; mechanical; location trigger; manual reset; DC 20 Reflex save avoids; 20–ft. deep (2d6, fall); multiple targets (first target in each of two adjacent 5–ft. squares); pit spikes (Atk +10 melee, 1d4 spikes per target for 1d4+2 each); Search DC 21; Disable Device DC 20.

Inside the Room: The room beyond the final door is filled with treasure. A total of 8 bags holding 1,000 coins each and 3 partially filled bags rest against the walls. Two of the full bags have gold in them and one partially filled bag contains 777 gp. Four full bags contain copper coins, with a partially filled bag holding 138 cp. The final 2 full bags contain silver, and the last partially filled bag holds 305 sp for a final total of 2,777 gp, 2,305 sp, and 4,138 cp in coins. There is also a small wooden box holding 20 small gems (10d100 gp each), 17 large gems (30d100 gp each), and 3 non-magical rings (2,200 gp, 1,700 gp, 1,400 gp).

THIEVES' GUILD, LEVEL 2

Originally used for storage and other Guild business, this level is now abandoned to the **skeletal thieves** that now control this, and lower levels of the Guild. The skeletal thieves (described in the **Monster Appendix**) are intelligent undead driven by their hatred of members of the present guild who have abandoned the god worshipped here centuries ago. Skeletal thieves patrol this level (10% chance of encounter for every 20 minutes of exploration) in groups of 1d4. Skeletal thieves are hostile only to thieves whom they seek to kill; they are willing to communicate in low, whispery voices with anyone they feel is opposed to the present guild. If treated politely, they usually allow anyone not opposed to the guild, but not a thief, to leave safely. Doors on this level are the same as those on the first level but are almost never locked.

A. ENTRANCE

This room is 30 ft. below Area G of Level 1 (above) and at the other end of the trapdoor in that room. Handholds and footholds between the two rooms make the climb easy for even the clumsiest traveler. As soon as the first person entering the room touches the floor a horrifying screech rings out, followed immediately by a scrabbling and moaning that degenerates into mindless giggling. The frightening sounds are nothing more than a *magic mouth* spell, a tactic of the skeletal thieves to frighten the thieves living above. There is nothing behind the sounds, but it is unlikely any guildsman knowing the horrid stories about what lies beneath the guild stay around long enough to find out.

The room itself is basically empty, possessing only the stub of a burnt-out torch, a badly dented helmet, and a broken spear.

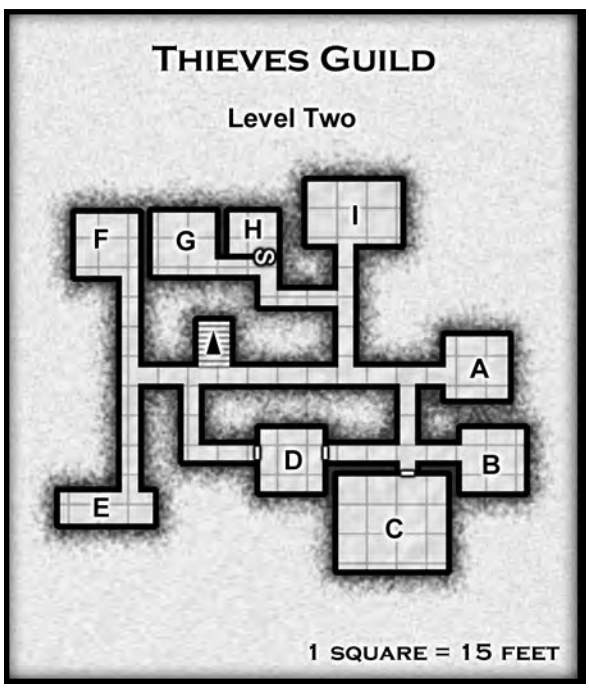
B. STORAGE (EL 3+)

Once filled with useful household items, time and dampness have reduced most of the material here to junk. Bales of moth-eaten wool, hourglasses with clotted sand, coils of rotted rope, and rusty kettles make up the easily recognized contents. Most of the rest is so decayed and stuck together that it can't even be identified.

C. UTHICK (EL 3+)

The skeletal thieves are not averse to having human allies. **Uthick** recently moved into the area and is working on ways to get passed the locked trapdoor.

Uthick, male human Ftr3: CR 3; SZ M; HD 3d10+3; hp 24; Init +1; Spd 30 ft.; AC 17 (+1 Dex, +4 chain shirt, +2 heavy wooden shield), touch 11, flat-footed 16; BAB/Grap +3/+5; Atk +6 melee (1d8+3, *+1 longsword*); AL NE; SV Fort +6, Ref +2, Will +1; Str 15, Dex 13, Con 12, Int 10, Wis 11, Cha 10.



Skills: Climb +4, Jump +1, Intimidate +6, Ride +4. *Feats:* Great Fortitude, Improved Shield Bash, Weapon Focus (longsword). Climb and Jump skills reduced by a –4 armor check penalty.

Possessions: Chain shirt, heavy wooden shield, *+1 longsword, potion of cure moderate wounds*.

Description and Personality: Uthick is about 34 years old but his red hair and beard show no signs of age which, combined with his healthy build, makes him look far younger. After being released from the army he decided to seek adventure underground. He found as much adventure as he wanted and far more. He fled into the domain of the skeletal thieves only to find himself between several horrifying skeletons and his pursuers. His pursuers fled and the skeletons didn't attack. After a short discussion he decided the skeletons' purpose seemed good to him and offered to assist them.

Combat Tactics: If attacked, Uthick defends himself while yelling, "Thieves!" This obtains the assistance of 1d4 1st level skeletal thieves within 2 rounds and an additional 1d4 2 rounds later. Then he simply maneuvers to fight only one opponent at a time and waits for assistance.

Skeletal thief Rog1 (up to 2d4): CR 2; hp 6 each; see the **Monster Appendix**.

D. Prisoners

When the skeletal thieves first appeared the Guild was keeping prisoners in this room. The bones of two prisoners remain chained to the walls. The escaping thieves simply abandoned the prisoners here and they eventually starved to death. These skeletons are not undead, simply abandoned bones given no proper burial. PCs negotiating with the skeletal thieves might be asked to unchain the victims and give them a proper burial. If they agree and do not perform the actions they promised, 2 skeletal thieves haunt each PC until they keep their promise. When given this purpose the skeletons can't be turned, banished, or destroyed by any normal means. They do not attack, they simply remain nearby, unnerving the victim and giving a –1 penalty to all attacks, skill checks, and saving throws. If a PC dies before the souls are laid to rest, there is a 30% chance the skeletal thieves steal the victim's soul so that he may never be resurrected.

E. Food Storage

This storage room was prepared for any situation in which Guildmembers could not safely leave the Guild. All of the food here is spoiled, stale, or bug-infested. Rats have consumed the few foodstuffs that would normally store well.

F. Skeleton

The inanimate remains of a dead body lie against the south wall with its arms out to the sides. A burned-out torch rests near one hand and a broken javelin near the other. A broken arrow shaft protrudes from its skull. Water soaks through a crack in the ceiling near the northwest corner dampening the wall and floor nearby

G. Watchroom (EL11)

The real home of the skeletal thieves is on the level below this, a level no longer remembered by the living. They have taken over this level though, and use this room as a base from which to control it. The 9 skeletal thieves here vary in level and power, but operate together making them extremely deadly. They wear no armor and all but one lie on the floor as if they are nothing more than ordinary bones. If the party surprises the skeletons they do not animate and stand up until the 3rd round, if they do not the skeletal thieves stand up the 2nd round after the PCs enter the room.

Skeletal thief Rog3 (2): CR 4; hp 19, 21; see the **Monster Appendix**.

Skeletal thief Rog4 (3): CR 5; hp 26, 26, 30; see the **Monster Appendix**.

Skeletal thief Rog5 (4): CR 6; hp 32, 34, 38, 39; see the **Monster Appendix**.

Combat Tactics: When in battle the skeletal thieves attempt to surround a victim giving at least several of their members a flanking position for sneak attacks. They use their fear gaze on as many victims as possible before moving into full combat. They react the same way as wandering skeletal thieves, potentially negotiating with non-thieves, and letting them go free.

H. Treasury

The rapid exit of the living thieves after the skeletal thieves moved into this level prevented recovery of the wealth they stored here. This was their original treasury so that wealth is not small. The skeletal thieves left the treasure here, knowing that this, if anything, would draw the living thieves back down to this level. Indeed it has, all of those attempting to regain the treasure have swelled the ranks of the skeletal thieves.

The **secret door** (Search DC 25) to the room slides down into the floor whenever anyone stands in front of the door and says "Poverty." A secret known to nobody outside the Guild

The treasure inside the room is vast and almost impossible to move in a single trip. Four **triple-locked chests** (Open Lock [DC 32 x3]) are dedicated to a particular type of coin. The first holds 7,292 gp, the second 35,896 sp, the third 3,418 cp, and the fourth holds 213 pp. The rest of the treasure consists of small items and gems stored in **locked strongboxes** (Open Lock [DC 30]). The first strongbox contains 64 gems (10d10 gp each), the second holds 2 silver statuettes (300 gp, 800 gp), a gold chain necklace (25 gp), 9 rings (10d10 gp each), 5 armbands (20d10 gp each), 9 brooches (20d10 gp each), and 6 earrings (1d20 gp each). The third strongbox contains a strange array of magical items including: a *ring of mastery*, *potion of desirability*, *lamp of truth*, and a pair of cursed *boots of constriction*.

Judge's Note: It is unlikely the skeletal thieves simply let people get away with this treasure, and equally unlikely they can obtain it and get out without being noticed.

I. Clothing

Once the storage room for the Guild clothing and disguises, the 5 boxes of clothing that remain here are filled with the mildewed, rotted remnants of capes, shawls, cloaks, hats and other items.

J. Secret Door

This secret door (Search DC 22) reveals a set of stairs leading down to the forgotten third level of the Guild. The triggering mechanism for the door is under a loose stone in the floor (Search DC 23). The stone conceals a lever that must be pulled away from the door to open it. If moved any other direction the door locks and can only be opened from the opposite side.

Thieves' Guild, Level 3

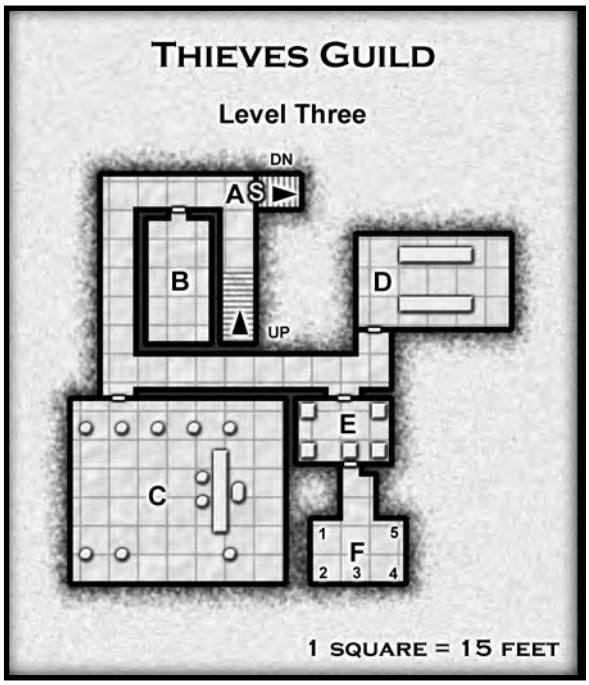
The main reason the skeletal thieves came back to punish their living counterparts was the abandonment of the old religion. This level contains an ancient temple, quarters for its priests, and the crypts for the burial of dead guildmembers. Living guildsmen have forgotten that this level even exists. The skeletal thieves are presently more interested in destroying the upstarts than in restoring the old religion. This is probably a reasonable attitude since reverence to abandoned gods is usually considered pointless, except, perhaps, by the gods.

A. Secret Door

The entrance to the fourth level is behind a **secret door** (Search DC 22) found at the corner of the hallway immediately after the stairs down to this level from above. This door is opened by pressing on a rock in the northwest corner (Search [DC 25], or Open Lock [DC 15]).

B. Priests' Quarters

Years ago, when this temple was actually in use, the high priest lived here. When the temple was finally abandoned, this room was left intact. A large teakwood desk stands on a fine, hand-woven rug at the center of the south wall. A padded chair rests on one side before the desk. Although once luxurious items, they are now worm-infested, faded, moldy, and rotten. The desk contains several pieces



of parchment, a dried up inkwell, a tarnished pewter flagon, and a badly corroded lamp.

A stack of rotten firewood occupies the southeast corner next to the fireplace in the east wall. A set of rusting fireplace tools stands on the hearth. Ashes cover the hearth, the fireplace tools and spread several feet away from the fireplace. A large wardrobe holding moth-eaten robes stands next to the fireplace, its doors now so warped that one is stuck shut and the other can't be closed. Any pressure on the wardrobe shatters it to pieces as the old wood is making its last stand against final disintegration.

A simple cot with a straw mattress rots in the northeast corner, against the east wall. Mice nesting in the mattress have reduced it to uselessness. Metal pegs are set in the wall between the cot and wardrobe, but there is no clue what their purpose might have been and nothing hangs on them. A chamber pot covered with dried, encrusted material sits at the foot of the bed and a large **wood chest** rests at the end of the bed.

The rusted lock of the chest won't open normally, but the latch is so degraded that it breaks off easily. The chest contains a cloak and leather boots made of fine material that survived due to the protection provided by the chest and a sturdy *+1 heavy mace*.

The center of the north wall is occupied by a bookcase full of rotting books. Of these books only a few are readable, with their information to be determined by the Judge. A barrel full of brackish water finishes out the room. The water is drinkable, but tastes foul.

C. Temple

The plain temple has little in the way of carvings or precious metals, giving the impression that worship here was rather austere. Two rows of 3 ft. diameter pillars divide the temple into three parts. Beyond the last set of pillars stands an altar that is 24 ft. long, 4 ft. wide, and 4 ft. high. Four large brass candlesticks squat on the altar, looking as plain and featureless as the rest of the temple.

An 8 ft. tall statue of a figure wearing a hooded mask over its face stands behind the altar. It carries a dagger in one hand and a truncheon in the other. The idol was carved from a single block of granite and is as simple as everything else in the room.

Divine intervention is unlikely, abandoned gods hold little power, but anyone desecrating the temple draws the full wrath of all of the skeletal thieves upon themselves.

D. General Crypt (EL11)

This room was used for the burial of guildsmen who died, providing that their bodies could be recovered. Each body was placed into their niches with great care and ceremony. Now the crypts are abandoned by all but the skeletal thieves. The niches in the walls suggest why such great changes took place. There are only 87 niches, a sign that the Guild was once much smaller and more select. The Guild's growth slowly changed its values and purposes from that of a mutual aid society to something more business oriented. As it grew the crypt space became too small, and a secret, specialized god seemed less important. Finally, when the high priest died, instead of choosing a successor, the Guild simply abandoned the entire level.

The 11 skeletal thieves in this room lie as a normal skeleton would in a niche. It takes them 2 or 3 rounds to animate and another round to get up and get ready to fight.

Skeletal thief Rog4 (11): CR 5; hp 26 (x5), 28 (x3), 30 (x3); see the **Monster Appendix**.

E. Crypt of the Masters (EL8)

Anyone who had earned the title of Master Thief was buried here rather than in the common crypt. It is smaller, of course, and less crowded. There is space for 16 bodies and 9 of the niches are filled by skeletal thieves. All of these master thieves wear tattered remnants of the armor they were buried in and wield magical weapons that have withstood the ravages of time.

Skeletal Thief, Rog7: CR 8; hp 45; see the **Monster Appendix**.

F. Crypts of the Guildmasters (EL11)

The outer crypt is divided into 5 individual crypts. Four of these have broken seals, the fifth has no seal at all. The four occupied crypts are home to skeletal thieves that were once guild masters and are perhaps the most dangerous creatures beneath the city. The sound of intruders animates the thieves in 2 rounds, it takes an additional round to open the crypt to get out to prepare for battle. The skeletal guildmasters attack thieves without hesitation, but do ask questions of those that enter this area before slaughtering them. Generally, the skeletal guildmasters presume anyone here is simply trying to loot their resting places or deface their temple.

The empty crypt (F4) allows the PCs to examine its construction, which is similar to that of the occupied crypts. The crypts are made of the same stone as the rest of the walls and the door to each crypt is made of iron-plated wood. Seals on the other doors were made with two daubs of clay connected by a silver wire. Opening the door without breaking the fine wire is impossible, all 4 remaining crypts have clearly been opened in the past. Each crypt contains a skeletal guildmaster, though they do have different weapons and magic items each has the following basic statistics:

Skeletal thief, Rog10: CR 11; SZ M Undead; HD 10d12; hp 65; Init +5; Spd 40 ft.; AC 21 (+5 Dex, +2 leather armor, +4 natural); touch 15, flat-footed 16; BAB/Grap +7/+7; Atk +12 melee (1d6, short sword, 19–20/x2); Full Atk +12/+7 melee (1d6, short sword, 19–20/x2) or +10/+5 primary +10/+5 secondary melee (two-weapon) 0r +7 melee [2] (1d6, claw) or +12/+7 ranged (1d6, short bow, crit x3, range 60 ft.); SA sneak attack (+5d6), fear gaze (Will save DC 15), create spawn; SQ evasion, improved uncanny dodge, special ability (improved evasion), uncanny stealth, trap sense +3, trapfinding, undead; AL NE; SV Fort +3, Ref +12, Will +2; Str 11, Dex 20, Con —, Int 11, Wis 9, Cha 10.

Skills: Climb +13, Disable Device +13, Hide +18, Listen +13, Move Silently +28, Open Lock +18, Search +13, Sleight of Hand +18, Spot +13. *Feats:* Dodge, Mobility, Improved Two-Weapon Fighting, Two-Weapon Fighting, Weapon Finesse (short sword).

See the **Monster Appendix** for more information.

F1. The skeletal thief residing in this crypt was buried with a small model of the idol in the temple, also carved in granite and a small brass decanter of wine sealed with wax. He wears 2 necklaces (100 gp, 180 gp), a silver medallion (30 gp), a silver and amethyst cloak brooch (10 gp), a belt with a jade belt buckle (400 gp), and an ivory armband (120 gp). Sheathed at his side is a curved, wide-bladed knife known as a "kukri" that does 1d8 points of damage. The blade is sharpened only one side and requires a great deal of skill to use properly. He also wears an enchanted ring set with a small blue stone (*+2 ring of resistance*).

Changes to statistics above: Atk +14 melee (1d4+2, *+2 kukri*, crit 18–20); Full Atk +14/+9 melee (1d4+2, *+2 kukri*, crit 18–20); SV Fort +5, Ref +14, Will +4; Feats; Exotic Weapon Proficiency (Kukri) in place of Two -Weapon Fighting, Weapon Finesse (Kukri)

F2. This former guildmaster was buried with a silver wine decanter (190 gp) and a bag of gems (2d8, 10d100 gp each). He wears 2 gold neck chains (30 gp each), a silver headband inlaid with onyx (100 gp), an ivory bracelet inlaid with gold and turquoise (210 gp), and a silver armband with 6 moonstones (800 gp).

F3. This skeletal thief was buried only with a small stone idol modeled after the one in the temple and a jeweled comb made of silver set with jacinth (55 gp). He wears a matching necklace and headband of gold set with garnets (400 gp, 500 gp) and has a matching shortsword and dagger made of a silvery metal that has been enchanted until they glows in the dark.

Changes to statistics above: Atk +12 melee (1d6+2, *+2 short sword*); Full Atk +12/+7 melee (1d6+2, *+2 short sword*) and +12 melee (1d4+2, *+2 dagger*).

F5. This former guildmaster was clearly one of the most respected and highly regarded to be buried here. He was interred with a small lead box holding 14 large gems (50d100 gp each) and a small, rough silver idol matching that in the temple. He wears a gold necklace with a small diamond pendant (2,300 gp) and wields a particularly deadly short sword known as a "xiphos" that is 27 inches long and does 2d6 points of damage. This exotic weapon is strangely balanced, and has wicked edges making it extremely difficult to use.

Changes to statistics above: Atk +14 melee (2d6+2, *+2 xiphos*, crit 19–20); Full Atk +14/+9 melee (2d6+2, *+2 xiphos*, crit 19–20); Feats; Exotic Weapon Proficiency (Xiphos) in place of Two -Weapon Fighting, Weapon Finesse (Xiphos)

Judge's Notes: The guildmasters are likely to hunt down anyone that defaces, defiles, or otherwise abuses the temple to the very limit of their abilities. If they negotiate with PCs, or PCs are brought before them for some reason, PCs that are not part of the present Thieves' Guild might be offered particular quests, usually those that foil, damage, or directly attack the present Guild and its plans.

Thieves' Guild, Level 4

When the lower levels of the Guild were abandoned, along with the ancient religion, the Guild was in the process of expanding downward by digging out a level below the temple and the crypts. This is left just as it was when the work stopped. Since that time it has been penetrated by the maze of tunnels running beneath the City State. Lately the skeletal thieves have become more active in using the tunnels to infiltrate the city and directly attack living guild members wherever they find them. Of course, creatures from other areas of the tunnels have also moved into the domain of the Guild.

A. Suchfed (EL 7)

The **9 suchfed** here have no knowledge of the treasure cache buried in the diagonal wall of their new home base (Search [DC 29]: 9 gems [10d100 gp], 9 rings [20d10 gp] and 3,344 gp). They just moved into the area and are extremely vicious when defending their new home.

Suchfed (9): CR 1; hp 11, 12, 13, 14, 15, 16, 21, 22, 23; see the **Monster Appendix**.

Combat Tactics: The suchfed have yet to run into anything that could seriously damage them and attack without fear, starting with their breath weapons. If reduced to less than half their number the remaining suchfed flee.

B. Giant Spiders (EL 8)

These spiders are almost comforting in the fact that they are normal giant spiders and have none of the strange abilities possessed by other spiders found in various spots beneath the City State. They are easy to Spot (+10 circumstance penalty) and busy enough repairing recent damage to their lair that they are less likely to spot adventurers (–8 circumstance penalty to Spot checks). The suchfed that moved into area A burned their way through, leaving 6 charred spider corpses and burning most of the webs in the area. The remaining 11 spiders are so busy repairing their webs, and are injured enough, that they ignore passersby that do not attack them.

Large Monstrous Spiders (7): CR 2; hp 22; see the MM.

(Wounded) Large Monstrous Spiders (4): CR 2; hp 9; see the MM.

Combat Tactics: These spiders are so busy that they receive a –8 penalty to their Spot checks and are likely to ignore anyone that doesn't attack them first. Several of the spiders are so injured that they flee rather than fight.

C. Empty

It is easy to determine why this room is empty. An unearthly humming comes from the irregularly shaped pit in the center of the room. The walls of the pit are perfectly smooth and the humming makes anyone hearing it distinctly uncomfortable, though it causes no real harm. Anyone investigating the pit finds it to be 40 ft. deep and possessing the corpse of someone that fell or was pushed down. The poor victim was wearing a chain shirt and carried a *+1 short sword* along with 38 gp in a small leather pouch.

The humming comes from beneath the solid stone floor of the pit. The stone extends for at least 100 ft. below the pit floor.

Judges Note: If anyone bothers to dig further, you have truly single-minded PCs and are on your own.

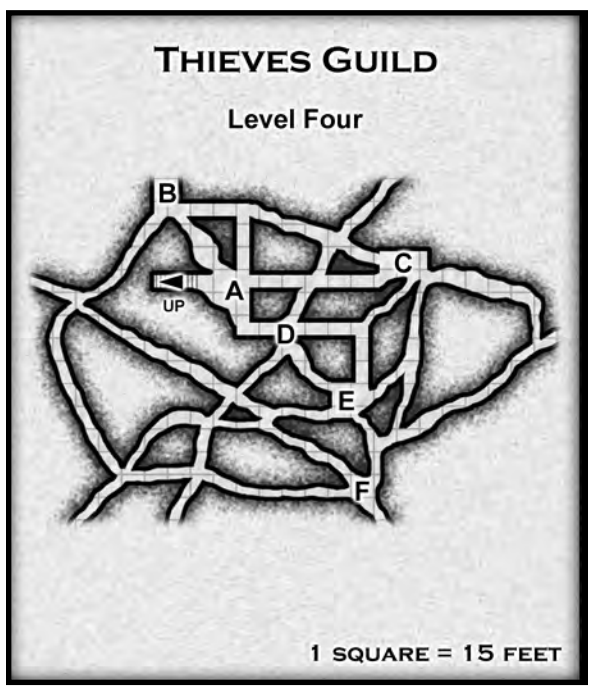
D. Dire Rats (EL 3)

A group of **8 dire rats** calmly feasts on the windfall left by the suchfed when they passed through. The rats show no qualms about eating the crisped corpses of their 10 fallen comrades. A cache of 2,434 sp is buried in a shallow earthen pit in the center of the room (Search DC 28).

Dire Rats (8): CR 1/3; hp 5; see the MM.

E. Skrayf (EL 7)

The Assassins' Guild is well aware that the Thieves' Guild is hiding something big and important because various thieves have been overheard making dark hints about something terrifying going on beneath the Thieves' Guild. Skrayf was sent as a spy to find out what is happening in case the Assassins can use it to their advantage. He is not the first to be sent; the others are now among the many victims claimed by the skeletal



thieves. Skrayf is using the underground tunnels because everyone at the Assassins' Guild agrees that it would be useless, and probably suicidal, to attempt infiltration from above ground. It is hoped that someone can find out what is going on by sneaking in from below, and then return without being detected. As it stands, Skrayf is likely to find out far more about the Thieves' Guild secret than he desires.

Skrayf, male human Rog5/Asn2: CR 7; SZ M; HD 5d6+5 plus 2d6+2; hp 34; Init +7 (Dex, Improved Initiative); Spd 30 ft.; AC 19 (+3 Dex, +5 studded leather, *ring +1*), touch 14, flat-footed 16; BAB/Grap +4/+4; Atk +7 melee (1d8+3, *+2 longsword*) or +8 ranged (1d4, hand crossbow); SA death attack, poison use, sneak attack (+4d6); SQ +1 save vs. poison, evasion, trap sense +1, trapfinding, uncanny dodge (Dex bonus to AC); AL NE; SV Fort +2, Ref +10, Will +1; Str 13, Dex 17, Con 12, Int 15, Wis 11, Cha 9.

Skills: Balance +9, Disable Device +7, Disguise +3, Escape Artist +9, Gather Information +4, Hide +15, Intimidate +8, Jump +3, Listen +9, Open Lock +10, Move Silently +15, Search +8, Sleight of Hand +11, Spot +10, Tumble +7, Use Rope +5. *Feats:* Improved Initiative, Exotic Weapon Proficiency (hand crossbow), Stealthy, Weapon Focus (hand crossbow).

Possessions: +2 studded leather, +2 longsword, 4 daggers, *potion of climb, potion of jump, ring of protection +1.*

Arcane Spells per Day (3; save DC 12 + spell level): 1st—*disguise self, expeditious retreat, hypnotism.*

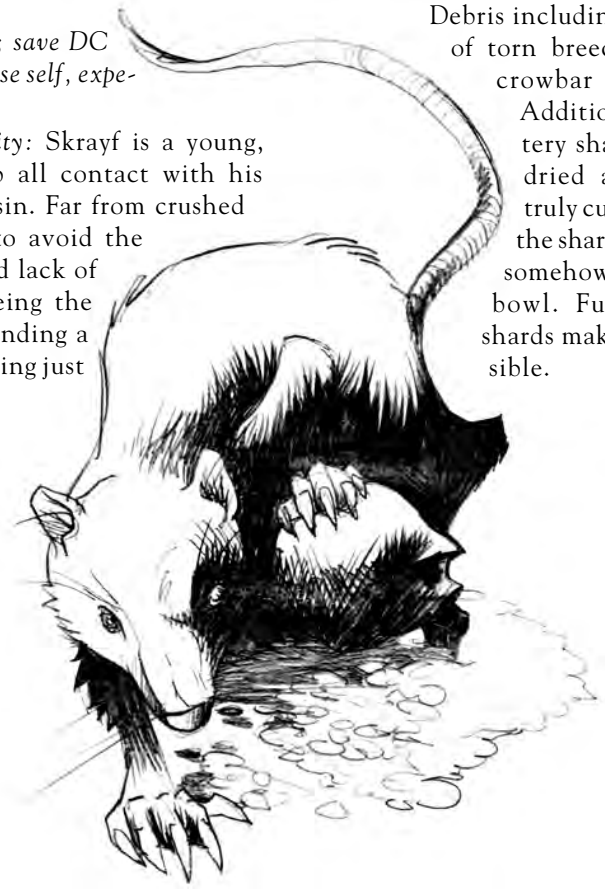
Description and Personality: Skrayf is a young, cynical man that gave up all contact with his family to become an assassin. Far from crushed by the loss, he is happy to avoid the responsibilities, duties, and lack of respect that came with being the sixth son of a barkeep. Standing a full 6 ft. 6 in. tall and weighing just over 200 lb Skrayf is far more identifiable and odd than one would expect from someone in his line of work. Although only 25, he keeps his head shaved completely bald leaving him with a long red mustache that he keeps waxed at all times. Skrayf's brown eyes turn hazel during combat, a trait once claimed to be a sign of latent sorcerous powers.

Within his guild, Skrayf is known as the "First Story Man" because he will not, under any circumstances, take to the rooftops, a standard procedure for assassins fleeing the scene of a hit. Smart ones refrain from mentioning this, as it is unwise to anger a skilled assassin. Skrayf's favorite weapon is a hardwood club spiked with shark's teeth, but he is equally skilled with his magic shortsword named "Biter."

Combat Tactics: Skrayf's goal is to discover what is going on beneath the Thieves' Guild. If possible, he stays out of sight and shadows the PCs while they explore. If the PCs notice him he is forced to decide whether to kill them, or to pretend he is simply an adventurer and come forward in a friendly manner (50% chance in either case). Skrayf, though sturdy and certainly not a coward, prefers to strike with his crossbow and avoid melee combat. He is most willing to flee, and return later to strike again from the darkness.

F. Empty

Debris including a ragged tunic, a pair of torn breeches, and a 2 ft. long crowbar dot the intersection. Additional debris includes pottery shards, rotting straw, and dried animal feces. Anyone truly curious can piece together the shards (if they can glue them somehow) thus forming a small bowl. Further damage to the shards makes this virtually impossible.



CHAPTER FIFTEEN: DESPOT RUINS

Two ancient fortresses once stood here, but above ground only rubble bearing no sign of the original builders and owners remains. Rubble above ground conceals the catacombs and tunnels beneath the ruins that remain intact and have been taken over by goblins. Goblins prefer to dig their own holes and have added many tunnels to the original catacombs. Many goblins live in the original ruins, while others have moved down into the newer tunnels.

One problem the goblins have run into since tunneling into the City State and connecting with the existing maze of tunnels and sewers there, is that sooner or later any race of creatures moving through the maze can end up on their doorstep. Many of them, especially the humans, are thoroughly mean and nasty. What's worse is the creatures that do end up here are those that have been rejected, chased away, or hunted down everywhere else. Realizing that this is the price they must pay for secret access to bakeries, weapon shops, wine shops and nearly every other type of shop in the City State, the goblins take it pretty well.

The goblins use their tunnels to obtain free supplies for virtually everything they want or need and shopkeepers have no idea where their stuff is going. Many shop workers, servants, and slaves have been beaten and accused of theft as a result of the goblins' secret lair.

The two underground levels of the twin fortresses are described below. Most of the rooms are occupied by goblins, creatures that moved in, or wandering monsters. Some rooms are not yet excavated or discovered and might contain hints of the original builders.

DESPOT RUINS, LEVEL 1

The upper level of the ruins is mostly original construction, many goblins live here despite the fact that most would prefer to dig their own tunnels. Sturdy, solid construction of the stone walls is somewhat defeated by their great age. Some of the stones themselves are crumbling in places. Despite the decay, there is no danger of collapse. Goblins on this level are generally not overly hostile to intruders so long as they are left undisturbed.

A. COOKING RABBITS (EL 4)

A loud argument about the proper method for cooking a rabbit is taking place between **3 goblins** that stand with their backs to a small cooking fire. The question is not academic as there is a rabbit on a spit over the fire, as it happens, they are all losing the argument because the rabbit is burned on one side and hardly warm on the other. These goblins happen to carry weapons they discovered in the ruins; 2 goblins carry kledyus, a leaf-bladed short sword just under 2 ft. long that does 1d8 points of damage, and the other carries a cumber-jung, a form of small flail with sharpened iron rings at the end of chains that does 1d8 points of damage.

Goblin Ftr1 (2): CR 1; SZ S; HD 1d10+1; hp 11; Init +1; Spd 20 ft.; AC 15, T 13, FF 13; BAB/Grap +1/+2; Atk +4 melee (1d8+1, kledyu [longsword]); AL NE; SV Fort +3, Ref +2, Will +0; Str 13, Dex 15, Con 12, Int 10, Wis 11, Cha 8.

Skills: Climb +5, Intimidate +3, Move Silently +6. *Feats:* Dodge, Weapon Focus (kledyu [longsword]).

Goblin Ftr2: CR 2; SZ S; HD 2d10+2; hp 18; Init +1; Spd 20 ft.; AC 15, T 13, FF 13; BAB/Grap +2/+3; Atk +5 melee (1d8+1, cumber-jung [flail]); AL NE; SV Fort +4, Ref +2, Will +0; Str 13, Dex 15, Con 12, Int 10, Wis 11, Cha 8.

Skills: Climb +6, Intimidate +4, Move Silently +6. *Feats:* Dodge, Mobility, Weapon Focus (cumber-jung).

Combat Tactics: The goblins are busy enough with their discussion that they don't really care who else is around. If disturbed, interrupted, or attacked they react violently.

B. Ha'Red (EL 2)

Ha'Red is a heavy set goblin with bloodshot eyes that happens to be hiding from his wife. Ha'Red has a bit of a drinking habit and his wife is upset about it. He carries a falchion that he wields with both hands. Ha'Red hates dwarves, gnomes, and halflings and attacks them on sight, he does remain cautious when faced with large armed parties.

Ha'Red, Male Goblin Ftr2: CR 2; HD 2d10+2; hp 18; See Area A above.

Possessions: Falchion, 17 gp.

C. Raiders (EL 4)

This group of goblins just returned from a raiding trip into town. They are hiding out in the ruins as an out-of-the-way place to divide their loot. One of the **13 goblins** has blue stains on his face, hands, and jerkin from the blueberry tarts he stole and ate. He isn't taking an active interest in dividing the rest of the loot and looks like he regrets eating all those sweets.

The loot isn't all that interesting anyway. It consists of 77 sp, 10 pewter mugs with "Prancing Ki-Rin" engraved on the sides, 6 pairs of work gloves, and a sopok. The sopok is a combined blowgun/short spear that is roughly 4 ft. in length. This exotic weapon requires months of practice to master and is structurally weak so that it often (20% per successful attack) breaks in melee combat. The goblins didn't think to steal any darts to go with it.

Goblin (13): CR 1/4; hp 4; see the MM.

D. Stairs

This set of stairs was constructed by the goblins and leads down to the second level. They placed a door at the top of the stairs to keep out animals from the sewers. This plan works amazingly well considering the fact that door is often left open, as it is now.

E. Zombies (EL 3)

Zombies from the Hellbridge Temple tend to get loose when given vague or improperly worded orders and these escapees are no different. These stand patiently guarding a small pile of treasure and attack absolutely anything that enters the room, as attested to by three dead mice that lie on the floor. The treasure they guard consists of 40 gems (10d10 gp each), 25 pieces of jewelry (20d10 gp each), a *ring of clear speech*, a *rod of fire* (10 charges), a suit of *+1 leather armor*, a *+3 short spear*, and a pair of *magical wire pullers*.

Zombie (5): CR 1/2; hp 16; see the MM.

F. Puskmid (EL 3)

A series of bad luck landed Puskmid in hiding here. Puskmid fled past the zombies in the room outside the door and is presently just happy they didn't follow him. He has 2 days worth of food left and, after that, must decide what he is going to do.

Puskmid, male human Ftr3: CR 3; SZ M; HD 3d10+3; hp 27; Init +1; Spd 30 ft.; AC 15 (+1 Dex, +4 chain shirt), touch 11, flat-footed 14; BAB/

Grap +3/+5; Atk +6 melee (2d6+2, couteau de breche); AL NG; SV Fort +4, Ref +2, Will +1; Str 15, Dex 13, Con 12, Int 10, Wis 11, Cha 10.

Skills: Climb +6, Intimidate +4, Jump +6, Ride +4. *Feats:* Cleave, Exotic Weapon Proficiency (couteau de breche), Great Fortitude, Power Attack, Weapon Focus (couteau de breche). Climb and Jump skills reduced by –2 armor check penalty.

Possessions: Potion of *cure light wounds*.

Description and Personality: Pale skinned and dark haired, Puskmid has been jokingly accused of being a "sturdy ghost." Standing 5 ft. 3 in. tall and weighing in at 153 lb, he is sturdy but not terribly imposing. A long string of unfortunate events has plagued Puskmid for several years now. After inheriting a thriving farm from his father he was wiped out by a harsh winter and a plague of grasshoppers. Creditors seized his land so he decided to join the army. Within a month, his lord went to battle against the Invincible Overlord and was soundly defeated. Puskmid was taken prisoner, brought to the City State, marched through the streets in chains and then released. Not knowing what else to do, he hired himself out as a mercenary guard. Two days later his new master was arrested for treason. He is now a wanted man, running, hiding, and fearing for his life. Although fairly well trained, the only weapon Puskmid is truly skilled in is a strange pole arm known as a "couteau de breche" and this is only because he inherited it from an uncle.

Puskmid's goal is simply to escape the City State with his life. His recent string of luck would suggest this is unlikely.

Combat Tactics: Puskmid attempts to negotiate his way out of battle, but is now paranoid enough he doesn't want to turn his back on anyone. He is only skilled in one weapon, and it is the only weapon he has along. His pole arm gives him a reach of 10 ft. but he can easily join melee at closer range by changing his grip on the weapon. When deeply wounded and believing he is dieing, Puskmid begins cursing every god he can name, something sure to bring even worse luck.

G. Storage (EL1)

The zombies outside this room have kept anyone from entering it for a very long time. It is a simple storage room containing 11 straw pallets now infested with mice, a grindstone, 2 braziers, a large barrel of oil, 17 wooden pails that are beginning to rot, and a pile of rotting burlap sacks.

Zombie (2): CR 1/2; hp 16; see the MM.

H. Miners (EL7)

A group of **15 goblins** decided to enlarge this room and are busy demolishing its walls with picks. Instead of concentrating on one wall they are spread out over three walls making the room rather uneven and insuring they don't make swift progress.

Goblin Ftr1 (6): CR 1; hp 11 each; see Area A above.

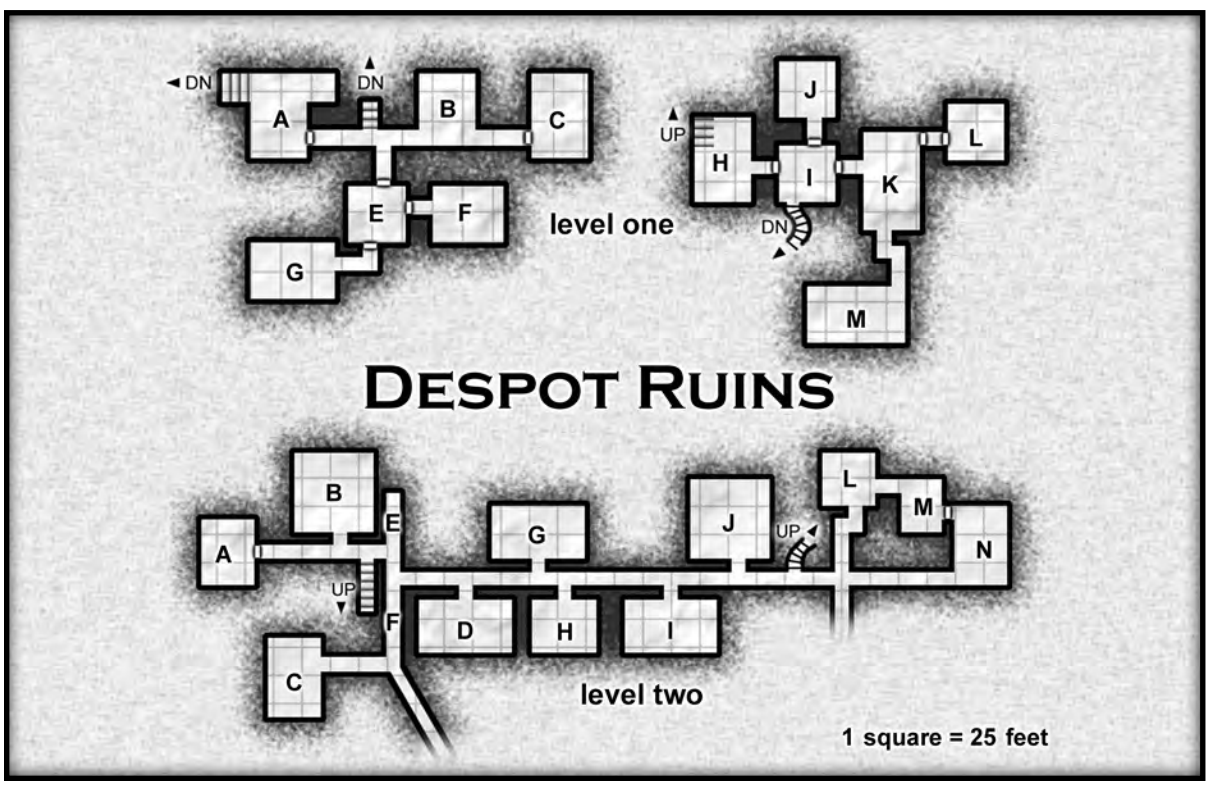
Goblin (9): CR 1/4; hp 4; see the MM.

Treasure: Between them, these goblins have 69 gp.

Combat Tactics: The goblins drop their picks and draw daggers to attack any non-goblin daring to disturb their work.

I. Raiders (EL8)

This group of 17 goblins is set to go into the sewers after a rumored hoard of gold hidden beneath the Merchants'



Guild. As it happens, the rumor is totally false. If closely questioned, it would be discovered that each of them heard the rumor from someone else in the group. The goblin that started the rumor on a drunken lark heard it from someone else in the group the next day and doesn't even recall starting it in the first place. A curving set of stairs near the northwest corner of the room leads down to the second level.

Goblin Ftr2 (4): CR 2; hp 15, 16 (x2), 18; See Area A above.

Goblin Ftr1 (6): CR 1; hp 11 each; see Area A above.

Goblin (7): CR 1/4; hp 4; see the MM.

J. Storage

The door to this room is locked and jammed (Break [DC 32]; Open Lock [DC 28]), and no one has ever bothered forcing it open, The room is full of stored items, mostly containers. There is 200 ft of glass tubing stored in 10 ft. lengths, 29 glass vials, 35 candles, 64 empty scroll tubes (clay), 26 pottery bowls, 70 jars, and 15 large cast iron kettles. None of the containers holds anything of value.

K. The Rejects (EL 4)

These **3 goblins** are considered troublemakers and are generally rejected by the rest of the goblin community. Two of them carry large maces wielded with both hands and the third has a hand axe. The goblins attack any non-goblin entering the room, and, quite frankly, stand a 30% chance of attacking even another goblin if they don't recognize them.

Goblin Bbn1 (3): CR 1; SZ M; HD 1d12+1; hp 13; Init +2; Spd 30 ft.; AC 13 (+1 size, +2 Dex), touch 13, flat-footed 11; BAB/Grap +1/+3; Atk +4 melee (1d8+1, mace or battleaxe); SA rage (1/day, +4 Str, +4 Con, +2 Will, –2 AC, 2 bonus hp); SQ fast movement, illiteracy; AL CE; SV Fort +3, Ref +3, Will +1; Str 13, Dex 16, Con 13, Int 10, Wis 12, Cha 6.

Skills: Climb +5, Listen +5, Move Silently +6, Spot +5, Survival +5. *Feats:* Weapon Focus (battleaxe or mace).

L. Dire Rats (EL 6)

The 3 goblins above unknowingly trapped **17 dire rats** in this room. The rats are growing desperate and attack anyone opening the door. The sounds of their scurrying grant a +5 to a Listen check from the other side of the door.

Dire Rats (17): CR 1/3; hp 5; see the MM.

M. Briek the Large (EL 2)

Briek would normally be with the goblins in Area K, who are his best friends, but he is angry with them. One referred to him as "slightly overweight" which sent him into a sulk. The truth is that he is grossly obese, and he, quite predictably, blames it on his hereditary and his glands. The glands at fault are his salivary glands. Despite his claims of having great willpower, he can resist anything but temptation. He is as lazy as he is fat and there is an 80% chance he is asleep. He is not a coward though, if he hears sounds of fighting in Area K (above) he forgets the earlier slights and charges into battle to help his friends.

Briek the Large, Male Goblin Ftr2: HD 2d10+2; hp 18; see Area A above.

Combat Tactics: Briek's bellowing battle cry is disconcerting at first, and finally just annoying. His large size gives him a great deal of weight to put behind his blows (+1 damage) but makes it difficult for him to move quickly (–1 attack roll).

Despot Ruins, Level 2

This level was built by the goblins and is directly connected to the sewers. More goblins live here because it is "good goblin construction." Then again, it is not free of troublesome creatures that wander in from the sewers. Unlike the goblins in Level 1, the goblins here consider this their home and almost certainly attack any non-goblin intruders.

A. Newlyweds (EL 2)

This pair of goblins just got married and are now moving into their new home. The male fights with a battleaxe.

Goblin, Male Ftr2: CR 2; hp 18; See Area A on Level 1, above.

Goblin, Female Ftr1: CR 1; hp 11; See Area A on Level 1, above.

Combat Tactics: Due to their deep feelings for each other they attack any non-goblin disturbing them with a +3 circumstance bonus to attack rolls.

B. The Three Brothers (EL 5)

This is the quarters of **3 goblin miners** and their families. Two of the brothers are married and have a total of 5 children between them. There is a 30% chance for each adult male to be out working or stealing, the females and children are always here. The brothers fight with special goblin picks (wielded 2–handed, 1d8 points of damage) while the females and children use their hands. The families also have a pet badger that assists in the event of any attack.

Goblin miner, male goblin Ftr2 (3): CR 2; hp 18, 20, 22; See Area A on Level 1, above.

Goblin female (2): CR 1/4; hp 4; see the MM.

Badger: CR 1/2; hp 6; see the MM.

Combat Tactics: Every adult in the room receives a +2 circumstance bonus to attack rolls because they are defending their own home. The children are non-combatant and merely cry for their mother and try to run. Paladins may have something to say about PCs that try to hunt down and kill the defenseless children; they may be goblins, but they are still children.

C. The Widow (EL2)

A female goblin lives here with her 4 children. Her husband died some time ago and she has been rather frantic trying to defend her home and children. She carries a purse with 7 sp and 23 cp but has little else in the way of valuables.

Goblin female: CR 1/4; hp 4; see the MM.

Young Goblin (4): CR 1/6; hp 2; see the MM.

Combat Tactics: The goblin female fights with a wicked curved knife (1d4 damage). The children here are older that the children in the previous room, and fight with their bare hands.

D. The Wizard (EL3)

Magic is almost unheard of among the goblins. Few get the chance to learn the art because so few would dare to teach a goblin in the first place. Nevertheless, this room is the home of a wizard, his daughter and son-in-law and their 2 children. This wizard lived below the tower of a human wizard when he was younger and picked up magic slowly through eavesdropping, sneaking, and peeking. Although he would like to teach someone else, neither his daughter nor son-in-law have any desire to learn. He has begun to teach his grandchildren who have picked up magic steadily, though slowly.

Male Goblin Wiz2: CR 2; SZ M; HD 2d4+2; hp 8; Init +1; Spd 20 ft.; AC 12 (+1 size, +1 Dex), touch 12, flat-footed 11; BAB/Grap +1/+1; Atk +2 melee (1d6–1, quarterstaff); SA spells; SQ summon familiar; AL NE; SV Fort +1, Ref +2, Will +4; Str 8, Dex 14, Con 13, Int 15, Wis 12, Cha 8.

Skills: Craft (alchemy) +7, Concentration +5, Knowledge (arcana) +7, Spellcraft +7; *Feats:* Brew Potion, Scribe Scroll.

Arcane Spells per Day (4/3; save DC 12 + spell level): 0— *daze, ghost sound, prestidigitation, resistance*; 1st— *magic missile, shield, sleep.*

Young Goblin, male and female: CR 1/6; hp 2; see the MM.

Young Goblin Wiz1: CR 1; SZ M; HD 1d4+1; hp 5; Init +1; Spd 20 ft.; AC 12 (+1 size, +1 Dex), touch 12, flat-footed 11; BAB/Grap +0/+0; Atk +1 melee (1d6–1, quarterstaff); AL NE; SV Fort +1, Ref +2, Will +2; Str 8, Dex 14, Con 12, Int 13, Wis 11, Cha 8.

Skills: Concentration +5, Knowledge (arcana) +5, Spellcraft +5; *Feats:* Brew Potion, Scribe Scroll.

Arcane Spells per Day (3/1; save DC 11 + spell level): 0— *daze, ghost sound, prestidigitation*; 1st— *magic missile.*

Combat Tactics: In the event of an intrusion, the wizard presumes someone is trying to harm him or steal his magic so he attacks. The rest join in to defend him.

E & F. Sewer Entrances (EL2)

Rather boring as far as the goblins are concerned, the first time the PCs reach the intersection between the two they run into a small problem. Area E produces 2 zombies on their way through to Area F where 3 suchfed happen to be traveling the opposite direction. Both are intent on going through the opposite entrance and the PCs happen to be in the middle.

Zombie (2): CR 1/2; hp 16; see the MM.

Suchfed (3): CR 1; hp 17 (x2), 20; see the **Monster Appendix**.

Combat **Tactics:** Both zombies and suchfed attack anything that happens to be in their way.

G. Uninhabited Room

Evidence of previous occupation includes a rug in the center of the room, a padded chair and hassock, and additional goblin-sized furniture. Everything in the room is covered with a layer of dust. A covered barrel in the southeast obviously contains water as the barrel is rotten and its contents are slowly leaking out. An oilskin in the bottom of the barrel (Search DC 18) contains 31 gp.

H. Party (EL7)

A stolen sheep is being cooked in the center of the room. The successful theft is the source of a party for 9 adults and 7 children. The adults include 4 males armed with short swords and javelins and 5 unarmed females. The only object of value in the room is a copper necklace (5 gp) worn by one of the females. Any interruption of their party results in violence on the part of the goblins.

Goblin Male Ftr2 (4): CR 2; hp 15, 18, 20, 21; See Area A on Level 1, above.

Goblin Female Ftr1 (5): CR 1; hp 11 each; See Area A on Level 1, above.

Young Goblin (7): CR 1/6; hp 2; see the MM.

I. Dire Rats (EL3)

After being left uninhabited by the goblins, 8 dire rats moved into the room. The goblins are unaware of this and probably wouldn't care anyway unless someone was attacked. If this happened they would band together, trap the rodents, beat them to death, and have a party with nice rat stew afterwards.

Dire Rats (8): CR 1/3; hp 5; see the MM.

J. Empty

The normal occupants of this room are in Area H having a party. The room contains several pallets, an oil lamp, two small barrels, and a table. One of the barrels contains water the other contains salted pork.

K. Sewer Entrance

This area serves as an entrance to the tunnels and sewers beneath the City State.

L. The Bachelors (EL3)

This room is home to **2 unmarried goblins**. They are doing their best to build up wealth and prestige by making raids into the City State so that they can finally acquire wives. They carry kukris, specially designed knives that do 1d8 points of damage.

Goblin Males Ftr2 (2): CR 2; hp 18, 19; See Area A on Level 1, above.

M. Cobwebs

Despite being filled with an unbelievable amount of cobwebs, not a single spider of any size can be found here. The room does contain a rickety wooden chair with a stained, red velvet cushion on it and the broken haft of a miner's pick. It appears to simply be waiting for someone to clean it out and move in.

N. Padran's Family (EL5)

Though far from elderly, Padran is a respected goblin with a large, extended family living with him. A total of 7 adults and 3 children live here including Padran, his wife, their 3 sons, 2 daughters-in-law, and 3 grandchildren. Padran's sons wield goblin's picks while he himself wields a battle-axe. The recent discovery of 181 gp by one of his sons has made the family extremely wealthy by goblin standards and they are struggling to keep anyone from learning about it. Unfortunately, the fact that they are being secretive and keeping to themselves is enough to make other goblins wonder what they are hiding.

Padran, Male Goblin Ftr3: CR 3; SZ S Humanoid [Goblinoid]; HD 2d10+2; hp 18; Init +1; Spd 20 ft.; AC 17 (+1 size, +2 Dex, +4 chain shirt), touch 13, flat-footed 15; BAB/Grap +3/+4; Atk +7 melee (1d6+1, short sword); AL NE; SV Fort +4, Ref +3, Will +1; Str 13, Dex 15, Con 12, Int 10, Wis 11, Cha 8.

Skills: Climb +7, Intimidate +5, Move Silently +6. *Feats:* Dodge, Mobility, Weapon Finesse (short sword), Weapon Focus (short sword).

Goblin Male Ftr2 (3): CR 2; hp 17, 18 (x2); See Area A on Level 1, above.

Goblin Female Ftr1 (3): CR 1; hp 11 each; See Area A on Level 1, above.

Young Goblins (3): CR 1/6; hp 2; see the MM.

CHAPTER SIXTEEN: TEMPLE OF THE SPIDER-GOD

The above-ground temple is detailed at area 227 of Part I: The City State. These catacombs are found beneath that temple.

TEMPLE OF THE SPIDER GOD, LEVEL 1

This level, as well as the traps and treasures found here, is mostly for show. Doors to rooms A, B, and C are unlocked, and room E, as described below, has no door at all. Other doors are locked and, unless specifically described, have the following statistics:

Sturdy Wood Door: 2 in. thick; Hardness 5; hp 20; Break (DC 25); Open Lock (DC 32). Doors are decorated with spider motifs and have complex locks. Only priests of 4th–level or higher possess keys.

A. ABLUTION ROOM

An ablution room almost always requires water, and this one is no exception. Getting water is no problem because the room is underground and gravity flow is easily provided. It is also quite easy to remove the water since a sewer runs just past the room. On the other hand, the Priests need to consider the possibility of someone using the drains as means of entrance. To protect against this, they were careful to use pipes no larger than 6" in diameter, and they are inspected on a regular basis.

B. VESTMENT STORAGE

This is simply a storage room for ceremonial robes when they are not in use. At least 42 ornate silk robes with gold and silver trim hang on pegs throughout the room. Although they are worth 70 gp each, nobody is willing to pay more than 20 gp due to the rumored curses and difficulty in selling the garments.

C. VESTRY

The vestment storage room is not large enough for the priests to use as a dressing room. Priests change their clothing here. There are pegs on the wall to hold everyday clothing and benches upon which they can sit while dressing. There is a 30% chance that 2d6 acolytes are in the room changing clothing during the morning hours.

D. RELIC STORAGE

This room contains valuable and religiously important items so it is protected by a secret stone door that must be opened by finding a lose stone in the wall and pressing on it. Once found, a second Search check (DC 24) must be used to locate the mechanism for opening the door.

Secret Stone Door: Search [DC 24]; 8 in. thick; Hardness 8; hp 120; Break (DC 28); Open Lock (See text above).

There are 11 boxes in the room. The first is a 2 ft. cube and is filled with items wrapped in wool and embedded in straw. Unwrapping the items reveals beautiful gold spiders, they are the temple's holy symbol and are worth 50 gp each, although buyers are difficult to find. There are 93 gold spiders in the box. Another 7 boxes are 1 ft. cubes holding large beeswax candles packed in straw. There are 9 candles in each box worth 20 gp each. The last 3 boxes are 1 ft. x 2 ft. x 1 ft. and contain small gold bells that are hung from ceremonial robes in the belief they drive off evil spirits. There are 50 gold bells (25 gp each) in each box.

Also stored in the room are 3 large, silver censers, each of which is worth 300 gp and a book cover. The book cover is made of walnut covered with a layer of beaten gold and set with a pattern of gems; carnelian, sapphire, peridot, topaz, and amethyst set around a single tiger-eye gem. The beautiful book cover is worth at least 2,500 gp, but is components, if dismantled, would be worth far less.

E. Spider Room (EL 7)

This is one of the rooms that helps give the temple its name. Nobody claims to know exactly how the spiders became connected to worship of a goddess of wealth, but priests tell novitiates that the spiders were already there and they simply learned to control them. Temple spiders are larger and tougher than the average giant spiders and their poison is more deadly. Temple spiders somehow instinctively avoid attacking anyone wearing the golden spider holy symbol. There are **10 temple spiders** living in this room. There is no door to this room, the spiders are allowed to roam free throughout this level. Strangely, the spiders can somehow get through locked and secret doors and can be found almost anywhere. Even the priests do not know how this happens, but as they spiders are guardians of the temple, they easily presume it is the goddess' work.

Temple Spider (10): CR 1; hp 9, 11, 12 (x2), 14 (x2), 19, 17, 22, 26; see the **Monster Appendix**.

F. Treasury (EL 2)

There are **2 temple spiders** in this room, how they got through the door is impossible to determine. The spiders attack anyone not wearing the golden spider holy symbol. There are 4 spider eggs that could probably be sold for 20 gp to the right buyer and bags and bags of treasure. At first glance the PCs believe they have discovered 6,851 gp, 4,133 cp, 56 gems, 2 magic longswords, 1 wand, and 1 potion. All of the treasure is a sham, the gold is actually enchanted copper and the copper is enchanted gold. The 56 gems are fakes and worth a mere 1d10 gp each, The swords, wand, and potion are enchanted to appear magical to all tests. The potion is actually concentrated spider venom (Fort [DC 16]; 2d6 Str/2d6 Str) while the wand and swords are virtually worthless.

Temple Spider (2): CR 1; hp 14 (x2); see the **Monster Appendix**.

Combat Tactics: The spiders leap toward the door to attack the first person entering, unless the proper holy symbol is displayed. They try to attack from the sides, giving one spider a flanking bonus.

G. General Storage

Over the years the temple has collected a wide variety of items with little value. Such items find their way here. There are, for example; 10 pottery jars of dried beans, a 100 ft. length of chain, a box containing 81 leather belts, a box holding 49 cloth caps, a box containing 48 pairs of gauntlets, a barrel of salt, an ugly necklace made of iron and glass beads, and an amateurish painting of a spider

web in the shape of a human face. While many of the items might be useful, they are not valuable enough to merit moving or trying to sell.

H. Treasury

Anyone exploring this temple is likely to get the impression that its reputation for great wealth is ill-deserved. After exploring the first treasury and discovering that all the gold is copper, all the gems are fake, and all the magical items are either non-magical or cursed and then finding that there is little treasure in this room either. There are **4 large chests**, all triple-locked, which appear to be filled with gold. Upon digging below the surface, however, the party will find that, in each case, all but the surface layer is composed of lead slugs. There are only 2,000 GP in the room, and digging through it to the lead slugs beneath exposes victims to a deadly contact poison.

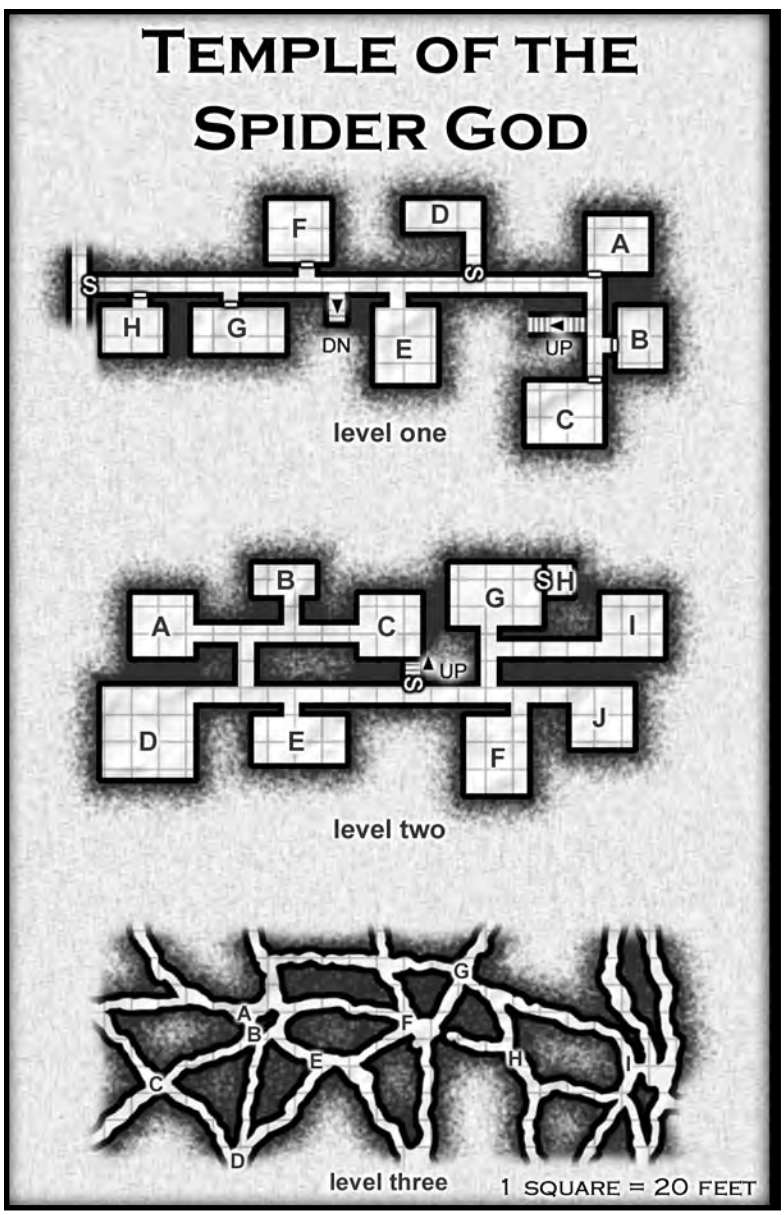
Sturdy Banded Chest (4): 1 in. thick; Hardness 5; hp 30; Break (DC 28); Open Lock (DC 28 x3). The chests are made of oak reinforced with iron bands and are triple-locked to frustrate thieves.

Contact Poison: Sassone leaf residue coats the coins, touching any coins with bare skin forces a Fortitude saving throw to avoid poison affects (Fort [DC 16]; 1d3 Str/1d6 Str).

I. Secret Door

There is a secret door at this point in the hallway that opens to a set of stairs leading down to the second level. Applying pressure to the proper point of the opposite wall causes the door to rotate open in a counter clockwise fashion. If this mechanism isn't discovered (Search DC 25) the door must be broken down.

Secret Stone Door: Search [DC 24]; 8 in. thick; Hardness 8; hp 120; Break (DC 28); Open Lock (See text above).



J. Secret Door

The priests of the temple do not actually know of this door, but they suspect its existence. When a stone in the floor is stepped on (Search DC 30) the door swings open with a loud, grinding noise. It is seldom used and there has never been a priest on this level when it was used so they can only guess at its existence.

Secret Stone Door: Search [DC 24]; 12 in. thick; Hardness 8; hp 180; Break (DC 28); Open Lock (See text above).

Temple of the Spider God, Level 2

The upper level is mainly for show, this is the level where the real treasure is stored. The priests believe it is nearly impossible for unauthorized people to get in here. Nevertheless, the level seems to be plagued with monsters and even some of the temple spiders that manage to get down here take on strange new properties and become dangerous even to those wearing the gold spider holy symbol. What the priests do not realize is that their nice, safe, lower level has a secret entrance to the maze of tunnels and sewers running beneath

the City State. They leave the doors of this level unlocked, blissfully unaware that their defenses have been short-circuited.

A. Treasury

The real wealth of the Temple is on this level and is just as fabulous as it is fabled to be. There are 13 bags in the room, each containing at least 1,000 coins. There are 2,458 gp, 5,937 sp, 5,023 cp, and a bag containing 58 gems worth 10d100 gp each and 33 pieces of jewelry worth 20d10 GP each.

B. Dire Rats (EL5)

This room is home to 12 dire rats and a large chest. The rats attack anyone bold enough to invade their home, fighting to the death. The chest is unlocked and empty.

Dire Rat (12): CR 1/3; hp 5; see the MM.

C. Wraith Spiders (EL6)

Unwary adventurers entering the room soon discover that 5 wraith spiders occupy the room. The spiders cling to the ceiling and drop down on anyone entering the room. Wraith spiders are creation of the true Spider God that the temple was originally built for. Although severely weakened, he was able to create these new spiders (by crossbreeding monstrous spiders with phase spiders) and wrest control of the temple spiders on this level from the priests of Nephtlys. Further information about the Spider God is mentioned in **Area H** of this level.

Wraith Spider [Medium] (5): CR 2; hp 8, 13, 14, 16, 24; see the **Monster Appendix**.

Combat Tactics: The spiders are particularly hard to spot (Spot DC 20) as they cling to the ceiling and let an entire party enter the room before dropping down to attack.

D. Wraith Spiders (EL4)

A bag holding 300 gp and 19 gems (10d100 gp each) rests in the center of the room, enticing wanderers into the reaching claws of **2 large wraith spiders** that cling to the ceiling and wall waiting for new prey.

Wraith Spider [Large] (2): CR 3; hp 31, 36; see the **Monster Appendix**.

See the **Monster Appendix** for more information.

E. Treasury

Numerous rooms are required to house the vast wealth of the temple. This room contains 41 bags of coins. Of these 2 bags hold 1,000 cp each, 38 bags hold 1,000 gp each, and the last bag holds 759 gp, 2,126 cp, and 7 gems (10d100 gp each).

F. Giant Spiders (EL7)

The spider population of this level is confusing even to the priests. Three types of spiders are present on this level, monstrous spiders, temple spiders, and wraith spiders. The spiders in this room are a more common type of giant spider, but there are **10 medium monstrous spiders** in this room, making any attempt to get to the **chest** in the rear of the room a difficult task. The chest is unlocked and contains 6,223 gp, 16 gems (10d100 gp each), 26 pieces of jewelry (20d100 gp each), and a *+1 rapier*.

Medium Monstrous Spider (10): CR 1; hp 11; see the MM.

G. Wraith Spiders (EL8)

A vast amount of magical treasure and money awaits anyone willing to risk the wrath of the **6 large wraith** spiders that use this room as a home and hunting ground. These spiders instinctively act together by focusing their attacks on one or two victims at a time. Decaying sacks in the room hold 25 gems (10d100 gp each) and 17 pieces of jewelry (20d100 gp each) as well as a number of magic items. The magic items include a *+3 Isau* (a specially designed short sword that does 2d6 points of damage), a *+1 throwing axe*, *+1 leather armor*, *ring of lightness* (see side box), *wand of uncertainty*, and a *crown of imagined authority*.

Large Wraith Spider (6): CR 3; hp 31, 32, 32, 30, 15, 38; see the **Monster Appendix**.

H. Statue

The **secret door** (Search DC 20) to this room is operated by a stone in the floor which happens to be broken, This has left the room neglected and generally forgotten. It is populated by nothing but dust, webs, and the stone statue of a spider with the head of a man. This is a statue of the Spider God that was worshipped here when the temple was originally constructed. The stone shows signs of once having been covered with gold leaf. A lack of worshippers has left the Spider God extremely weak, but not yet completely helpless because the temple is still named after him. He is trying to exact revenge upon the usurpers and has created the **wraith spiders** to accomplish this purpose (See the Monster Appendix).

I. Ongki (EL7)

After managing to get into this room and make it their home, **7 ongki** now inadvertently guard the treasure here. Further description of these rat-like beasts can be found in the Monster Appendix. The room contains 25 gems (10d100 gp each), 25 pieces of jewelry (20d100 gp each) and 11 magic

items including; *+3 short spear*, *+3 quarterstaff*, *+1 seax* (short sword doing 2d6 points of damage), *+1 club*, *+1 full plate* (dwarf-sized), *+1 leather armor*, *+1 club*, *ring of the armorer*, *rod of Babel*, *robe of goodness*, and a *necklace of greed* (new items described in the Item Appendix).

Ongki (7): CR 2; hp 5, 12, 16 (x3), 17, 20; see the **Monster Appendix**.

Combat Tactics: The ongki attack anyone entering the room, focusing on dwarves or anyone using arcane magic before attacking any others.

J. Temple Spiders (EL2)

These **3 spiders** came down from the level above. Although they recognize the gold spider holy symbol, the symbol does not prevent them from attacking anyone entering the room. There is a loose floor stone (Search DC 14) in the room, when it is lifted it reveals a hole leading to the sewers and tunnels beneath the city. There are no stairs to the next level but the 15 ft. drop is easily negotiated by most adventurers.

Temple Spider (2): CR 1; hp 13, 19; see the **Monster Appendix**.

Temple of the Spider God, Level 3

The clerics know nothing about this level and are not found down here. On the other hand, there are several types of monsters. This is not uncommon because monstrous creatures are everywhere in the underground maze, but they seem to be rather concentrated in this area. This is probably due to a call by the Spider God who is undoubtedly marshaling his forces for the destruction of the usurpers of his Temple. What the Goddess of Wealth might do in retaliation remains to be seen.

A. Ongki (EL8)

The narrow intersection is home to **10 ongki** that viciously defend their territory against interlopers. They allow any other than dwarves or arcane magic users to flee. They buried 1,450 gp and 10 gems (10d10 gp each) in the floor (Search DC 25).

Ongki (10): CR 2; hp 9, 11, 13, 15 (x2), 16, 20 (x2), 21, 24; see the **Monster Appendix**.

B. Wraith Spiders (EL6)

It is probable, but, by no means, certain, that their presence on two planes at once allows these shadowy creatures to move through solid walls. This would make it fairly easy for them to move here from the level above as well as from room to room on that level. It is also possible that the temple spiders share just slightly in this ability. The **3 wraith spiders** that make this area their home somehow know whether or not anyone passing through is committed to the destruction of the usurpers above. Those that are not, are attacked immediately.

Wraith Spider [Large](3): CR 3; hp 29, 32, 35; see the **Monster Appendix**.

C. Ongki (EL8)

This particular group of **10 ongki** is extremely aggressive and often actively hunts larger prey in the maze of tunnels. Such aggression would explain the 2 dead humans and 5 dead ongki strewn about the area. The dead human bodies possess a total of 35 gp, 27 sp, 122 cp, a masterwork longsword, a masterwork mighty (Str 15) composite shortbow, and a masterwork shortsword.

Ongki (10): CR 2; hp 10, 11 (x2), 15, 17 (x2), 20, 21 (x2), 26; see the **Monster Appendix**.

D. Dire Rats (EL6)

The floor is littered with lose dirt from the digging of **17 dire rats**. The rodents are in the process of digging narrow tunnels in the walls and attempt to hide both themselves and the tunnel entrances if the party approaches this area. The dire rats do not attack unless someone tries to dig in after them. The loose dirt on the floor might suggest someone has hidden something here

recently, despite any digging the PCs might do, there is no treasure buried here and the rat tunnels contain nothing but rat dung.

Dire Rats (17): CR 1/3; hp 5; see the MM.

E. Dire Rats (EL 3)

The **8 dire rats** wandering through this area do not appear affected by a call from the Spider God, but the longer they are in the area the more likely it is they shall come under his influence. The dire rats attack potential food, but flee readily if the battle gets tough, this area is not considered a home and is easily abandoned.

Dire Rats (8): CR 1/3; hp 5; see the MM.

F. Suchfed (EL 7)

These small fire-breathing lizards have dug nests in the floor and buried their treasure here. The **11 suchfed** living here are lead by a particularly large lizard that takes charge of all attacks. These creatures have no fear, they attack on sight, starting with their breath weapons, in concert if possible, and close in for bite attacks. Their treasure horde (Search DC 25) includes 43 gems (10d100 gp each), 19 pieces of jewelry (20d100 gp each), a *ring of magnetism*, and a *staff of shaping*.

Suchfed (11): CR 1; hp 13, 14, 16 (x4), 17 (x2), 18 (x2), 23; see the **Monster Appendix**.

Combat Tactics: The suchfed attack without provocation or mercy, attempting to burn their opponents to death. The suchfed in Area G (below) come over to assist in any battle.

G. Suchfed (EL 6)

A group of **6 suchfed** has wandered here from Area F (above) and set up a new home. They attack anyone entering the area.

Suchfed (6): CR 1; hp 3, 10, 13, 16, 18, 19; see the **Monster Appendix**.

Combat Tactics: The suchfed attack without provocation or mercy, attempting to burn their opponents to death. The suchfed in Area F (above) come over to assist in any battle.

H. Giant Spiders (EL 8)

Webs spun throughout the tunnel provide a clear hint that there are spiders nearby. Whether through the influence of the Spider God, or some other mystical means, these **13 medium monstrous spiders** somehow know whether or not a passersby intends harm to the usurpers in the temple above. They attack anyone that does not intend destruction or harm to the clerics of the temple above.

Medium Monstrous Spiders (13): CR 1; hp 11; see the MM.

I. Dire Rats (EL 3)

The presence of these 8 dire rats is merely coincidence. They are just passing through, and flee if given the chance.

Dire Rats (8): CR 1/3; hp 5; see the MM.

CHAPTER SEVENTEEN: THE TOMB

"The Tomb," as it is known, is the final resting place of the warrior Cynges-leah Dirhan. The Tomb itself is located in the Burial Grounds outside of the city walls.

Standing pretty much as described the sage Pollondiar in his treatise on "The Great Awakening," the black stone and deeply tarnished brass doors of Dirhan's tomb can often be seen lurking in the frequent fogs coming in, morning and evening, from the lake. A large building, the above-ground portions of the Tomb cover an area roughly 40 ft. wide and 60 ft. long, and stand as tall as 60 ft. Arrayed in a row in front of the Tomb are four lesser mausoleums, each roughly 20 ft. square, housing lesser members of Dirhan's family. Sadly, all five buildings display signs of damage, mostly the result of the mobs and their rampages rather than time and weather. Of the entire cluster of gravesites, it can be said that the tomb of Dirhan has suffered the most. Many of the delicate inscriptions and highly detailed carvings are defaced or entirely obliterated by the crude blows of the raiding bands of terror-stricken people. The extent of the damage to the large, stained-glass window cannot be reliably determined by casual observation from without because it was boarded over soon after the nightly forays into the burial grounds began in an attempt to preserve it until such time as it was safe to remove the boards. Even the heavy brass doors show damage from the mobs who, in their zeal to gain access to the sub-surface crypts to put to rest the hated Nosferatu, as well as to plunder the crypt, unsuccessfully tried to force their way through. Almost through sheer defiance, the doors remained closed despite the battering that eventually marred many of the panels and bowed the doors inward. Eventually, the people left in frustration, first sealing the doors with lead. As a result, the legend grew of the magic of the Tomb and how the strength of the creature inside kept the living from entering. Another legend suggests that, as an added measure, a sorcerer of some reputation cast a spell upon the doors to prevent anyone or anything from opening them, but the truth of any of these rumors has not been proven.

Overview

Not even Cynges-leah Dirhan knows how or why he was reanimated as an undead creature. Once a great and fearsome warrior known for his valor, generosity and bravery, Cynges-leah has again taken up sword and shield with plans of conquest. Only he knows the reasoning behind his plans, reasoning that he has not explained to anyone. Although the Dirhan family was known for dark worship, and darker ceremonies, Cynges-leah was one of the few family members that spoke out against such things. Perhaps it is a dark curse that he is now what he once fought, and lives in an unholy shrine similar to many he destroyed in life. Whatever his reasons, Cynges-leah is collecting an army with plans of conquering the world above. He has reanimated lieutenants and servants he had in life, as well as others, in the creation of this army. Although the army is small now, his plans are long-term, steady, and quite certain to succeed if nobody puts an end to them.

Ground Level

The tomb of the warrior, **Cynges-leah Dirhan**, is, without a doubt, the most impressive structure to be found in what remains of the old burial grounds. Grass and various forms of undergrowth swallow the other surviving tombs in the area leaving this massive tomb standing above the wreck and ruin of the burial grounds. Constructed entirely out of closely fitted sections of black stone, the above-ground level of this particular complex was originally used as a shrine by family members, and it was common for weddings, birthings, meetings, and funerals to be held here instead of within the City itself. Rumors among the townsfolk and the less fortunate hold that these family gatherings were more often held on the crypt level and that strange and blasphemous rituals marked the ceremonies. Corroboration of such tales is all but impossible as there haven't been any known members of the Dirhan bloodline living anywhere near the City State for over 30 years.

The Great Awakening

The dominating structure in an area long shunned by superstition ridden villagers and city dwellers alike, the Tomb has remained amid the tangled undergrowth and uncared for graves of a fear cloaked burial ground as a silent monument to man's all too definite mortality. The center of a wave of undead hysteria that swept through the region roughly a decade ago, the crypts and graves that survived the onslaughts of the frenzied populace still bear the marks of the desecrations inflicted by the mobs in the name of safety and religion. In many instances, entire gravesites vanished altogether when the self styled ghost chasers and vampire hunters directed the destruction of great numbers of structures and markers, believing themselves and their followers to be safe from the supposed menace of the Nosferatu. Many times, these senseless acts were carried even further when the occupants of the graves were unceremoniously hauled out, stripped of all goods, clothing, and valuables and put to the torch, or dismembered and abandoned. By the time the frenzy had passed the burial ground of kings, queens, and heroes had been reduced by better than 50%, and no definitely proven undead had been brought to the surface.

Since this time, now unaccountably known as 'The Time of the Great Awakening', the locals have kept an ever watchful eye on the surviving tombs, frightened of what may yet be lurking within their confining stone walls but even more terrified of venturing into the old burial grounds to deal with the suspected dangers. It is a common sight these days, to find beggars on every corner selling charms or cheap spells to ward off the anger of the dead. Even the subject of Death, or word of one of his visitations is to be avoided at all costs. Whether these bizarre actions are truly the result of grounded fears or whether they are the result of deeply buried guilt stemming from the wanton destruction of ancestral remains is uncertain, but those nights of madness years ago have clearly left their mark on the participants and on their descendants.

Growing out of this dark time, much like the tale of one man's prowess grows out of a fierce battle, is the legend of the Tomb. One of the few major structures to remain relatively intact, the Tomb has become the center of many tales, not all of them believable. Originally, the Tomb was merely the final resting place of CyngesOleah Dirhan, whom many claim was the finest warrior and champion to be found in the Overlord's, or in any ruler's, forces. By surviving nearly untouched, the Tomb has gradually become fixed in the popular imagination; it has assumed a position of dominance upon the thoughts and expressions of the residents of the villages and of the city. Hardly a day goes by that a child is not threatened with being sent to the Tomb in lieu of any other punishment for misbehavior, or a merchant or craftsman consigns a piece of faulty work to the mercies of the Tomb.

Constructed nearly a halfOcentury ago to commemorate the passing from this world of the fabled warrior, CyngesOleah Dirhan, the Tomb was a masterpiece of the sculptors' arts. Lavishly decorated with inscriptions and basOreliefs portraying Dirhan's many feats in battle and in the Royal Courts, the Tomb rivaled those of many of the nobility in splendor. Far overshadowing the delicate and ornate chisel work that caressed nearly every inch of the stone were the massive, curved brass doors that formed the main entrance to Dirhan's final resting place. Even these doors had been used to record his exploits, as did the stained glass window on the back wall of the Tomb overlooking the Gold Bosum Pool. What condition these treasures are now in, ten years after the masses swept through the burial grounds is uncertain. All that can definitely be stated is that the main mass of the structure is intact, and, periodically, light can be seen reflecting from the doors.

Excerpt from "The Great Awakening, A Treatise"
By the Sage, Pollondiar II

Nosferatu

While the term "nosferatu" is often associated with just vampires, in this adventure it refers to a wide variety of undead. While many of these undead are indeed vampires, it can also include wraiths and other forms of intelligent undead.

Physically, the Tomb is of an unusual shape, measuring 40 ft. in width, 60 ft. in length, and 20 ft. in height with an additional projecting roof rising to a height of 60 ft. The front of the Tomb is marked by a horseshoe shaped courtyard measuring some 35 ft. across at its widest point and nearly 40 ft. deep. The large brass doors leading into the shrine are found at the end of the graveled extension of the pathway. To the best of anyone's knowledge, these doors are the only means of gaining access to the interior. At one time the curved doors fit snugly with the walls, but, as a result of the battering a decade ago, their fit is no longer as secure. Once ornately decorated with panels depicting a warrior's exploits, the doors now primarily sport a dark patina of tarnish and a great number of dents and creases that obscure much of the detail. The same type of damage is evident on the scarred walls where the remains of the inscriptions and illustrated carvings are covered by a growing covering of gray-green lichen. While time, weather, and the lichen have taken some of the detail of the inscriptions, it is still easy to read the many stories of Dirhan's life. As a final travesty, the once finely crafted bronze doors are further marred by sloppy attempts to solder them closed with molten lead. Wherever the presence of a seam was suspected, molten lead was applied leaving the only entrance to the crypt a molten mass of metal.

Gaining access to the interior of the Tomb is not going to be an easy task for anyone attempting it. This is not due to the presence of any overwhelmingly deadly traps—there are no traps at all—but due to the damage to the doors. Before even attempting to open the doors, the lead seals must be broken, melted, or chipped away. Doing so eventually reveals the lock to the doors which is damaged enough to make opening it exceedingly difficult. Even when the lock is finally opened, it requires a great deal of strength to force the misshapen doors open (Strength check [DC 25] to open the doors 3 ft.).

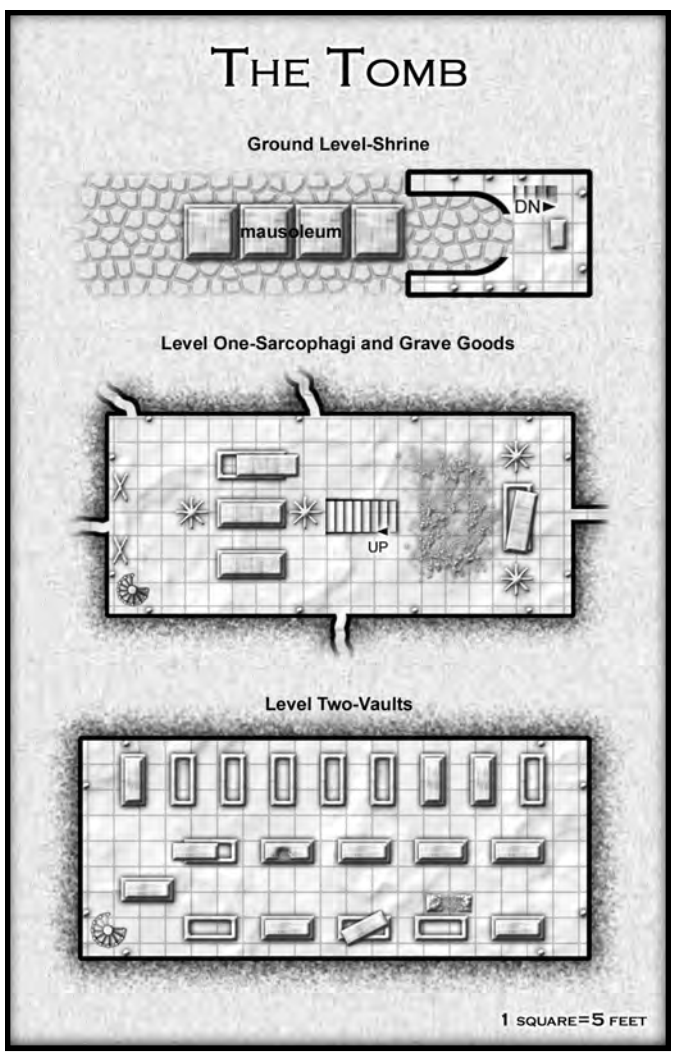
Lead Seals: 2 in. thick; Hardness 10; hp 60; Break (DC 28).

Bronze Doors: 8 in. thick; Hardness 10; hp 240; Break (DC 28); Open Lock (DC 40).

Three of the four outer mausoleums suffered much the same fate as the main crypt, though worse. Possibly as a result of being unable to access the Tomb, the crowds vented their frustrations upon the smaller buildings. Before the mob had spent its fury three of the outer mausoleums were not only defaced, but vandalized and looted. The mob tore away the outer doors and panels before tearing into the defenseless corpses and the small treasures buried with them. These three mausoleums remain open, empty and abandoned while the door to the fourth, heavily vandalized on the outside, appears to remain intact.

Inside the Tomb (EL16)

Once the PCs gain access to the Tomb, they find themselves looking into the shrine section of the complex. Several loyal followers act as guardians for this area. They roam the Tomb together often checking on the shrine. There is a 35% chance they are in the shrine when the PCs finally open the door. If they aren't present when the PCs arrive, for every 10 minutes the PCs explore the shrine there is a 10% chance (cumulative) that the guardians arrive. The stairs going down to the next level are trapped with wards (See below) that automatically alert Cynges-leah and his followers that living creatures are coming. When the alarms go off the guardians arrive at the stairs immediately.



Dractha, male skeleton warrior Ftr14: CR 16; SZ M Undead; HD 14d12; hp 91; Init +5 (Dex, Improved Initiative); Spd 20 ft.; AC 24 (Dex +1, +7 chain mail, +4 natural, +2 heavy steel shield), touch 11, flat-footed 23; BAB/Grap +14/+20; Atk +25 melee (1d10+11, *+3 bastard sword*); Full Atk +25/+20/+15 melee (1d10+10, *+3 bastard sword*); SA fear aura, DR (15/magic), find target; SQ darkvision 60 ft., turn immunity, supreme loyalty, undead; SR (24); AL LE; SV Fort +9, Ref +5, Will +5; Str 22, Dex 12, Con —, Int 11, Wis 13, Cha 15.

Skills: Climb +11, Intimidate +20, Jump, Ride +13, Sense Motive +7, Swim +11. *Feats:* Blind-Fight, Cleave, Combat Reflexes, Exotic Weapon Proficiency (bastard sword), Great Cleave, Greater Weapon Focus, Greater Weapon Specialization, Improved Critical (bastard sword), Improved Initiative, Improved Sunder, Leadership, Power Attack, Weapon Focus (bastard sword), Weapon Specialization (bastard sword). Climb and Jump skills reduced by a –7 armor check penalty.

SA— *Fear Aura (Su):* Creatures with less than 5 HD and in a 30 foot radius must succeed at a Will save (DC 19) or be affected as though by *fear* as cast by a 14th level sorcerer.

SQ— *Supreme Loyalty (Ex):* Unlike most skeleton warriors, Dractha is extremely loyal to Dirhan. If reduced to 0 hp, Dractha has a 10% chance of entering a form of stasis that lasts for 1 day. At the end of that day, he returns to full hit points to continue his service to Dirhan.

Possessions: +2 Chain mail, heavy steel shield, *+3 bastard sword*, skeleton warrior circlet.

Volgnar, male human skeleton warrior Ftr9: CR 11; SZ M Undead; HD 9d12; hp 58; Init +2 (Dex); Spd 20 ft.; AC 22 (+2 Dex, +6 chain mail, +2 heavy steel shield, +2 natural), touch 12, flat-footed 20; BAB/Grap +9/+14; Atk +16 melee (1d8+8, *+1 longsword*), or +11 ranged (1d6, short bow); Full Atk +16/+11 melee (1d8+8, *+1 longsword*), or +11/+6 ranged (1d6, short bow); SA fear aura, DR (15/magic), find target; SQ darkvision 60 ft., turn immunity, undead; SR (10); AL LE; SV Fort +6, Ref +7, Will +7; Str 20, Dex 14, Con —, Int 10, Wis 14, Cha 8.

Skills: Climb +7, Intimidate +11, Jump +7, Ride +11, Sense Motive +8, Spot +8, Swim +7. *Feats:* Cleave, Dodge, Improved Critical (longsword), Iron Will, Lightning Reflexes, Mobility, Point Blank Shot, Rapid Shot, Weapon Focus (longsword), Weapon Specialty (longsword). Climb and Jump skills reduced by a –7 armor check penalty.

SA— *Fear Aura (Su):* Creatures with less than 5 HD and in a 30 foot radius must succeed at a Will save (DC 13) or be affected as though by *fear* as cast by a 9th level sorcerer.

Possessions: +1 chain mail, *+2 longsword*, short bow, quiver, 40 arrows, skeleton warrior circlet.

Volgnar's skill with both bow and sword made him a favorite of Dirhan, and one of the first called back to battle.

Daarak, male human skeleton warrior Ftr7: CR 9; SZ M Undead; HD 7d12; hp 45; Init +7 (Dex, Improved Initiative); Spd 30 ft.; AC 19 (+3 Dex, +4 chain shirt, +2 natural), touch 13, flat-footed 16; BAB/Grap +7/+12; Atk +13 melee (1d8+5, *+1 longsword*), or +11 ranged (1d6, short bow); Full Atk +13/+8 melee (1d8+5, *+1 longsword*), or +11/+6 ranged (1d6, short bow); SA fear aura, DR (15/magic), find target; SQ darkvision 60 ft., turn immunity, undead; SR (10); AL LE; SV Fort +5, Ref +5, Will +3; Str 20, Dex 17, Con —, Int 10, Wis 12, Cha 10.

Skills: Climb +9, Intimidate +14, Jump +9, Ride +9, Sense Motive +7, Spot +7, Swim +11. *Feats:* Dodge, Improved Initiative, Mobility, Point Blank Shot, Rapid Shot, Shot On The Run, Weapon Focus (short bow), Weapon Specialization (short bow). Climb and Jump skills reduced by a –2 armor check penalty.

SA— Fear Aura (Su): Creatures with less than 5 HD and in a 30 foot radius must succeed at a Will save (DC 13) or be affected as though by *fear* as cast by a 7th level sorcerer.

Possessions: Chain shirt, *+1 longsword*, short bow, 50 arrows, skeleton warrior circlet.

Daarak is an excellent bowman and does his best to fight from afar.

Combat Tactics: These skeletons, like all Dirhan's followers, are under orders to take prisoners and bring them to face Dirhan. While their purpose is to take prisoners, they are by no means gentle and kill if they have to. They have no qualms about taking bloody, near dead prisoners before Dirhan. If the skeletons are standing guard, Dractha is watching quietly from the center of the room while two are flanking the doors with drawn bows. Dractha closes for melee combat drawing attention away from the archers and allowing them to do their work. If the skeletons meet the party on the stairs or in the area below, Dractha charges into melee combat and the archers move around to the sides to attack with their bows. The archers close for melee when they are out of arrows, or if someone closes to attack them. After Dractha closes for combat he demands the PCs surrender, and reissues that command every other round of battle until they comply, are unconscious, or dead.

Examining the Room: The PCs, if given time to look around, find themselves in an oddly-shaped, darkened stone room made even darker by the boards still covering the large, stained-glass window opposite the doors. The air is dank and carries the pervasive odor of rotting flesh. The room itself measures 40 ft. wide by 25 ft. long, connecting to two tapering extensions that form the walls for the horseshoe courtyard. The wall opposite the doors is interrupted by a large, stained glass window that covers an area 20 ft. wide and 35 ft. high, beginning 4 ft. from the floor and extending into the decorative fan roof. Very little, if any, of the window's design is visible due to the boards outside blocking out incoming light. The few seepages of light clearly demonstrate that the window was created by a master craftsman, and that it did receive some damage before the protective boards were put up.

The room is not as ornate as one might expect the family shrine of the Dirhan family to be. It is, in fact, rather austere. Regularly spaced along the walls at roughly 20 feet intervals are cast iron torch holders, each fashioned to resemble the head and neck of a writhing serpent. Between the serpentine torch holders evenly spaced portraits of various family members hang on the walls. Each of the paintings bears the same, unearthly, deadly magical quality (See Side Box). Fortunately, a casual glance at the walls does not invoke the deadly magic of the paintings but it does make clear that there is an empty space where a portrait must once have hung alongside the others. Although there are no names beneath the various pictures, it is easy to surmise the missing painting was of Cynges-leah Dirhan.

Anyone looking upwards to study the inside of the sloping roof notices an inky-black painting of a night sky. Careful study (3 rounds or more) reveals several startling things about this seemingly ordinary painting. First, the stars are painted with incredibly brilliant colors. Second, the artwork appears to stretch on into infinity. Finally, the patterns of stars bear no resemblance to any constellations or arrangements ever charted from any region of this particular planet. Anyone noticing this is certain to become rather uneasy. These feelings are heightened if anyone decides to throw or fire an item into the ceiling. Any item hitting the ceiling never falls back down, it just disappears as if it were pulled into the stars. The ceiling is, in fact, a portal into the deepest regions of space. Anyone so bold as to fly up into the ceiling instantly becomes aware of two things in the last few moments before they succumb to the cold and vacuum of deep space. First, they have made a hideous blunder. Second, the place they came from appears to be nothing more than a brightly colored, rather distant, star similar to those of the new universe they just entered. Only great will (Will save DC 35) can save them at this point. If the save is made, the individual must make a further Will save (DC 28) or be driven insane (as per *insanity* spell).

Those that don't focus their attention on the paintings or the ceiling are certain to notice the ancient, scarred **altar** standing in front of the now covered window. At one time it was a richly carved and, perhaps, brightly polished work of art that now seems dulled and, in its own way, monstrously alive. The beautifully carved illustration of a brightly rayed sun is now stained and coated with an encrustation of some thickly dried, dark reddish-brown material that now has a flaky texture. Carvings of an unintelligible nature poking through the puddle-shaped splotches defy the observer to make sense of them. Approaching within 10 ft. of the altar clearly reveals to all but the most dim-witted clod that it has been perverted or contaminated in some outra-

Dimensional Paintings (EL 11)

Portraits of the Dirhan family were constructed to be both traps and decorations. Only chosen members of the staff or members of the family are immune to the soul-stealing properties of these dark devices. The paintings are cleverly designed traps created to draw souls into the Abyss. Any PC carefully studying a painting is forced to make a Will save (DC 15). Success indicates they involuntarily turn away from the painting for reasons they can't explain. Those that are successful can steel themselves to look more closely. This inspection reveals what is so discomforting about the paintings. No matter which portrait is studied, the same features become apparent; a faint, scale-like quality to the skin is present, the ears are sharply pointed, the lips are thin and lizard-like, and the eyes have a rigid, snake-like hypnotic stare. These features, combined with a faint, mockingly cruel smile and an unexplained greenish tint to the portraits slowly cause the viewer to be gripped by a sensation of overpowering evil and the distinct feeling that their nightmares are coming to life. Anyone studying a painting for a full minute after the initial Will save must make a Fortitude save (DC 16) to avoid losing their soul to the Abyss. Those that succeed are shaken at their close brush with death, those that fail have their soul drawn out of their body over a period of 2 rounds leaving behind a lifeless husk. The body can only be turned into a mindless automaton, as the soul must be rescued from the Abyss before the unfortunate can be resurrected (requires a *freedom* spell)..

The art and skill required to create a deadly trap are virtually forgotten. Only a professional artist (Profession[artist or painter] 10 ranks) working alongside powerful clerics and wizards directly in touch with creatures from the Abyss can create such an item. These paintings are a mere hint of the dark pacts members of the Dirhan family, save Cynges-leah, made to further their power.

geous fashion. Although the altar provokes the same revulsion imparted by the rest of the shrine, this feeling manifests itself more as a sensation of horrified fascination that tends to draw people toward it.

Despite the foolishness of staring at any item in this foul place for long, searching the altar does not provoke any immediate harm. In fact, there is a concealed panel in the top of the altar with a catch of some sort in the center of the sun (Search DC 30). Depressing the circular release causes the lid to the compartment, specifically the entire top of the altar, to open by sliding to the right as one faces the doors. A number of diverse items are hidden within the concealed chamber, all of which are wrapped tightly in black cloth and bound with black cords. These packages contain a number of dried substances long ago crushed to powder, a rather primitive mortar and pestle, several candles made from an unidentifiable, oily, greasy material, a long wickedly-shaped knife, heavily stained, with a rough edge, and an ancient book. Anyone using read magic or a similar spell can interpret the markings along the spine of the book which is marked, "Unspeakable Cults." This book, and its effects on anyone attempting to read it, is further described in the Magic Items Appendix.

Several fist-sized rocks and an artisan's hammer rest amid a scattering of rainbow-colored glass particles on the floor behind the altar. They provide silent testimony to the damage done to the window before it was covered. These mundane objects are a comforting reminder that normal, rational items do exist and there is a sane world outside this dark, forbidding place. PCs looking at the window from this location easily notice that the nails or spikes fastening the boards to the frame of the window could easily be knocked back out allowing the boards to fall away. Striking the spikes with any metal object, and any degree of force, results in high-pitched ringing sounds similar to that of a blacksmith working on a horseshoe as the spike works its way free of the frame and falls away. If the PCs have not yet alerted the denizens of the Tomb to their presence, this noise destroys all hope of stealth.

After 13 spikes are pounded from the window frame, the covering boards fall away reveals a **window** made by a master craftsman, an insane genius who saw and worked with the most impossible visions. Depicted in hues of glass for which no names exist, is a monstrous array of limbs and organs bound to a mal-proportioned central mass by a collection of stalks, feelers, and tentacles composing a hideously grotesque creature. While the characters stare at the window trying desperately to make sense of the shape displayed before them, or to disbelieve its existence, the various appendages begin to move about and somehow the entire being appears to grow larger. Unless the proper countersign or spell is used, or the window is covered or destroyed within 5 rounds, the creature is released somewhere within the surrounding countryside and the window becomes a frozen, chaotic swirl of color. If the creature is destroyed or banished the window maintains its frozen, chaotic swirl of color. Breaking the window banishes the creature back to its own plane of existence. Replacing the boards over the window serves only to freeze the image again, but still prevents the creature from being released. Interestingly, anyone viewing the window from the outside sees only a beautiful stained glass tribute to Cynges-leah Dirhan and sees no hint of the nightmarish horrors it contains.

The Demon Window: 1/2 in. Thick; Hardness 7; hp 5 per pane (50 panes; total of 250 hp); Break (DC 22). The window is magically treated to harden the glass. At least 40 panes must be broken to banish the demon depicted. When exposed to light on both sides the

demon depicted on the window is released at a random point 20d100 yards from the tomb. Spells or signs were used by the Dirhan family to control the creature and keep it trapped.

Alzixfar, the Daraka: CR 11; hp 150; see the ***Tome of Horrors,*** by **Necromancer Games,** and the Appendix.

Anyone that has come in the general vicinity of the altar, or viewed the stained glass window, is struck by the inescapable sensation of being watched by someone or something with an attitude of almost overwhelming hatred and envy. Although leaving the building immediately mutes this feeling, it can never be completely overcome. Such unfortunates find their thoughts drifting back to this time and this place as if an inexplicable force is summoning them back to the shrine. The only way to be rid of the feeling is to die, join forces with it and its companions, or destroy the source of these strange desires. All of these alternatives entail staggering amounts of risk.

The Tomb, Level 1, Sarcophagi and Grave Goods

It is virtually impossible for a living creature to arrive at this level from above without alerting the undead creatures here of their impending arrival. This is the first level underground and is the first actual crypt of the complex. The mausoleums were added at a later date. This is where the body of Cynges-leah Dirhan was laid to rest along with the bodies of a number of his followers. It is also on this level that Dirhan conducts his activities. Dirhan can best be described as a wraith, yet one with immense intellect, drive, and all of the skills of his past life. Dirhan is not certain himself what caused him to rise from the dead, but now that he is here, he has become general of the nosferatu and other forms of undead throughout the graveyard.

The Stairway

The stairs down to this level is protected by a series of magical wards designed to serve as an alarm system. Any living creature passing over or stepping on the first step sets off a soft chime alerting creatures in the deeper levels to their presence. This chime is certainly heard by the three guardians described above, if they have not been encountered already they come rushing to the room below. A living creature passing over or stepping on the sixth step sets off chimes inside the 4 sarcophagi in the room below, alerting any resting occupants. Living creatures passing over the second from last step cause all of the torches and the many candles in the elaborate candelabra to light up.

The Sarcophagi (EL 21)

By comparison to other areas, this is almost an area of relative safety. While the first thing the PCs notice is the absence of the feelings they experienced in the shrine above, they almost immediately realize that this level is lavishly arranged. Any spot the eye can see shows the glint and gleam of gold and silver, precious and semi-precious stones, well-crafted steel, and highly polished wood. As befitting the tomb of a great warrior, a staggering array of grave goods and memorial tributes to Cynges-leah Dirhan's life were placed in the crypt at the time of his interment. The smell of death, decay, and freshly turned earth is also noticed, but little more can be studied before the PCs are attacked by the undead guards and guardians here. The number of undead varies, if the **3 guardians** described in the Shrine above have not been encountered or destroyed yet, they are here. Cynges-leah and his lieutenants (described below) have a 20% chance each of being elsewhere overseeing the tunnel digging. Always present in the room are **2 wraiths** and **3 skeletal warriors**. Their first goal is to capture or subdue outsiders, but if they are attacked the creatures described below are more than happy to destroy the party.

Wraith (2): *CR 5;* hp 28, 30; see the *MM*.

Skeletal Warrior, Ftr7 (3): CR 9; SZ M Undead; HD 7d12; hp 45; Init +6 (Dex, Improved Initiative); Spd 30 ft.; AC 18 (+2 Dex, +4 chain shirt, +2 natural), touch 12, flat-footed 16; BAB/Grap +7/+12; Atk +13 melee (1d8+7, longsword), or +9 ranged (1d6, short bow); Full Atk +13/+8 melee (1d8+7, longsword), or +9/+4 ranged (1d6, short bow); SA fear aura, DR (15/magic), find target; SQ darkvision 60 ft., turn immunity, undead; SR (10); AL LE; SV Fort +5, Ref +4, Will +4; Str 20, Dex 14, Con —, Int 10, Wis 14, Cha 8.

Skills: Climb +9, Intimidate +13, Jump +9, Ride +8, Sense Motive +8, Spot +8, Swim +11. *Feats:* Cleave, Combat Reflexes, Great Cleave, Improved Initiative, Power Attack, Sunder, Weapon Focus (longsword), Weapon Specialization (longsword).

SA— *Fear Aura (Su):* Creatures with less than 5 HD and in a 30 foot radius must succeed at a Will save (DC 12) or be affected as though by *fear* as cast by a 7th level sorcerer.

Kirendal Wolftracker, Lieutenant, male skeleton warrior Ftr6/Rgr6: CR 15; SZ M Undead; HD 6d12 plus 6d12; hp 78; Init +5 (Dex, Improved Initiative); Spd 30 ft.; AC 19 (+1 Dex, +4 natural, +4 chain shirt), touch 11, flat-footed 18; Atk +19 melee (1d8+8, *+2 longspear*) or +16 melee (1d4+4, dagger), +16 melee (energy drain, touch); Full Atk +19/+14 melee (1d8+8, *+2 longspear*) or +16/+11 melee (1d4+4, dagger), +16 melee (energy drain, touch); SA improved combat style (improved two weapon fighting), energy drain, favored enemy (+4 Animals, +2 Magical Beasts), fear aura, DR (15/magic), find target; SQ animal companion, darkvision 60 ft., turn immunity, undead, wild empathy; SR (12); AL LE; SV Fort +10, Ref +8, Will +8; Str 18, Dex 13, Con —, Int 13, Wis 18, Cha 13.

Skills: Climb +10, Hide +9, Intimidate +9, Jump +18, Knowledge (dungeoneering) +12, Knowledge (nature) +9, Listen +12, Move Silently +9, Ride +9, Search +9,

Sense Motive +10, Spot +18, Survival +12. *Feats:* Dodge, Endurance, Improved Critical (long spear), Improved Disarm, Improved Initiative, Improved Trip, Mobility, Run, Stealthy, Track, Weapon Focus (long spear), Weapon Specialization (long spear). Climb, Hide, Jump, and Move Silently skills reduced by a –2 armor check penalty.

SA— Fear Aura (Su): Creatures with less than 5 HD and in a 30 foot radius must succeed at a Will save (DC 17) or be affected as though by *fear* as cast by a 12th level sorcerer.

SA— Energy Drain (Su): If Kirendal makes a successful touch attack against an opponent, he deals 1 negative level to the opponent. A Fortitude save (DC 17) restores the lost level.

Divine Spells Prepared (2): 1st— *alarm, resist elements (fire).*

Possessions: +2 Boar spear, dagger, chain shirt, skeleton warrior circlet.

Description: Named by his former habit of hunting wolves at night armed only with a dagger, Kirendal now wears a necklace with over forty wolves' teeth. He favors using a spear with a long, broad blade for most forms of combat. Kirendal is completely devoted to Cynges-leah.

Albarec Malador, Chief of Scouts, male skeleton warrior Rgr12: CR 15; SZ M Undead; HD 12d12; hp 78; Init +3 (Dex); Spd 30 ft.; AC 19 (+3 Dex, +4 natural, +2 leather armor), touch 13, flat-footed 16; BAB/Grap +12/14; Atk +19 melee (1d6+5, *+3 short sword*), or +15 ranged (1d8, longbow); Full Atk +17/+12/+7 melee (1d6+5, *+3 short sword*), +14/+9/+4 melee (1d4+2, punch dagger), or +15/+10/+5 ranged (1d8, longbow); SA combat style mastery, energy drain, favored enemy (+6 Aberrations, +4 Magical Beasts, +2 Humanoids [Humans]), fear aura, DR (15/magic), find target; SQ darkvision 60 ft., evasion, swift tracker, turn immunity, undead, woodland stride; SR (12); AL LE; SV Fort +8, Ref +11, Will +9; Str 15, Dex 16, Con —, Int 14, Wis 20, Cha 15.

Skills: Climb +15, Concentration +11, Hide +17, Intimidate +12, Jump +16, Listen +21, Move Silently +17, Search +15, Sense Motive +11, Spot +26, Swim +15, Survival +19. *Feats:* Alertness, Endurance, Improved Critical (short sword), Track, Two Weapon Defense, Weapon Finesse (short sword), Weapon Finesse (punch dagger), Weapon Focus (short sword), Weapon Focus (punch dagger).

SA— Fear Aura (Su): Creatures with less than 5 HD and in a 30 foot radius must succeed at a Will save (DC 16 + Cha mod) or be affected as though by *fear* as cast by a 12th level sorcerer.

SA— Energy Drain (Su): If Albarec makes a successful touch attack against an opponent, he deals 1 negative level to the opponent. A Fortitude save (DC 18) restores the lost level.

Divine Spells Prepared (2/2/2): 1st— *pass without trace, resist energy* (fire); 2nd— *snare, wind wall;* 3rd— *tree shape* (x2).

Possessions: +3 short sword, punch dagger, longbow, quiver, 50 arrows, skeleton warrior circlet.

Description: Cynges-leah's chief of scouts in life, and now after death, Albarec is personally responsible for the fact that no one has survived The Hunt for more than 23 hours. He is an expert with a composite longbow and almost equally skilled with a shortsword.

Cynges-leah Dirhan, male darnoc Ftr14: CR 20; SZ M Undead; HD 8d12 plus 14d12; hp 143; Init +7 (Dex, Improved Initiative); Spd 30 ft.; AC 22 (+3 Dex, +4 natural +5 chainmail), touch 13, flat-footed 19; BAB/Grap +9/+14; Atk +25 melee (1d10+11, greatsword) or +22 melee (1d6+5, slam); Full Atk +25/+20/+15/+10 melee (1d10+11, greatsword) or +23 melee (1d6+5, slam); SA frightful presence, hit point drain, symbol of discord, create spawn; SQ undead, ghost form, turn resistance +2; AL NE; SV Fort +6, Ref +5, Will +11; Str 21, Dex 17, Con —, Int 13, Wis 14, Cha 17.

Skills: Climb +10, Hide +14, Intimidate +31, Jump +15, Listen +13, Ride +13, Search +12, Spot +13. *Feats:* Blind-Fight, Cleave, Combat Expertise, Combat Reflexes, Great Cleave, Greater Weapon Focus (greatsword), Greater Weapon Specialization (greatsword), Improved Critical (greatsword), Improved Disarm, Improved Initiative, Improved Sunder, Iron Will, Leadership, Power Attack, Weapon Focus (greatsword), Weapon Specialization (greatsword).

SA— Frightful Presence (Ex): Creatures with less than 20 HD must make a Will save (DC 24) or be shaken for 4d6 rounds.

SA— Hit Point Drain (Su): The damage from Cynges-leah's slam attack its permanent and can only be healed with a *remove curse, restoration, heal, miracle*, or *wish* spell.

SA— Symbol of Discord (Sp): Once per day, as the spell cast by a 12th–level sorcerer (DC 20).

SA— Create Spawn (Su): Any humanoid slain by a darnoc becomes a darnoc in 1d4+4 rounds.

SQ— Ghost Form (Su): As a standard action, a darnoc can become incorporeal for up to 10 minutes. While incorporeal, Cynges-leah has an AC of 16 (+3 Dex, +3 deflection). He gains all the special qualities of an incorporeal creature (see the MM). While incorporeal, he can use his slam attack against corporeal and incorporeal targets.

Description: Cynges-leah takes on the appearance of a great and terrible lord clad in coldly glittering chainmail and a surcoat bearing his coat of arms and a flaring dragon helm made of blackened steel with emeralds for eyes. His outfit is completed by a pair of shining black riding boots with golden spurs and a large, flowing cloak made of heavy black fabric. The scabbard at his side is the only piece of equipment that seems to have suffered any ill effects during the 50 or more years he was interred here. His ornate longsword is a frightening thing to behold, seeming to have a life all its own. Despite all these things,

the first thing anyone would notice are the pools of cold fire that take the place of eyes in his pale, stern face.

Combat Tactics: All of the creatures described above attempt to subdue and capture the PCs, with some ordering the PCs to surrender before combat has even begun. Any attack directed against Cynges-leah or one of his sub-commanders results in an all-out attack. As combat progresses, more and more undead arrive from the tunnels leading away from this level. Every round after the first round **1d8 ghouls** arrive. Every round after the third sees the arrival of **1d4 wraiths**. If Cynges-leah or one of his sub-commanders is absent on the initial attack they arrive at the end of the fifth round. During the fifth round, and every round after it, **1d4 vampire spawn** arrive. The flood of undead ends at the tenth round when all undead have finally arrived here. If Cynges-leah is destroyed his sub-commanders fight with renewed rage and fury (+1 to all attack, damage, and saving throw rolls, –1 to AC). If Cynges-leah and both of his sub-commanders are destroyed the rest of the undead flee into the tunnels. This particular area is considered *unhallowed* so all turning checks are made with a –4 penalty.

Examining the Room: Rich tapestries on the walls conceal tunnels leading out of the Tomb (Search DC 18) but anyone fighting in a battle here surely noticed undead coming out from behind the tapestries (Spot DC 10). There are 4 sarcophagi here, the largest near the north wall is that of Cynges-leah, while the other three held his most faithful lieutenants, one that remains dead, the other two are described above. A circular staircase in the southeast corner leads down to another level of the Tomb. Gold, silver, and jeweled items are spread throughout the room in disorganized piles. The treasure is vast (over 250,000 gp, along with several powerful minor items and 1–2 artifacts), but is generally made up of many small items of lesser value rather than a small number of extremely valuable items. The Judge should generate a treasure appropriate to their campaign.

Capture!

Cynges-leah has given standing orders that all outsiders are to be captured and brought before him. His minions attempt to do this, but often find they have to kill the intruders. Suitably bound captives are delivered to Cynges-leah and his two sub-commanders (described above) for interrogation. They are asked detailed questions about how they got into the Tomb, why they came there, who knows they came, what they thought they would accomplish, and finally they seek news of the "upper world." If Cynges-leah or either of his sub-commanders believe the prisoner is lying, more forceful methods are used (consult the Interrogation and Torture Rules found in Chapter 3).

Once Cynges-leah and his sub-commanders are satisfied they have gained all the information possible, they decide the fate of their "guests." Currently, the possibilities are use in Transformation, Feeding, The Hunt, Experimentation, or as a Thrall. They are always looking for other uses so anything else the Judge deems appropriate can be used here. The small side box provides a way to determine which of these methods is used.

Prisoner Fates

A prisoner's fate is determined by rolling 1d20 and consulting the table below. For each character level above 8 add 1 to the die roll, with all numbers over 20 counting as "Transformation."

1–4	Thrall
5–8	Feeding
9–12	The Hunt
13–16	Experimentation
17–20	Transformation

Details of each fate are provided in the text.

Thrall

Those chosen as thralls are forced to work at the tunnel face digging alongside whatever other creatures, living or dead, have been assigned to dig. Sometimes enough lighting is provided for thralls to be sure they are working in the correct area, but food or water is rarely provided. Thralls are simply worked until they drop and then given to the ghouls or other undead that survive on flesh.

Feeding

Prisoners chosen for feeding are truly damned as they are consumed in a celebratory "feeding" in which their flesh is consumed along with their life force and soul. To heighten the energy, and therefore the "value" of the sacrifice, the process is sustained for as long as possible. Unusually strong prisoners have lasted for as long as several days.

The Hunt

Those chosen for "The Hunt" are fortunate in that their death is likely to be quick and they have a slim hope of survival. The prisoner is given a melee weapon, usually a longsword or dagger, an unlit torch, half a day's ration of food, and then blindfolded. The blindfolded captive is then spun around several times and told to point in a random direction. All lights in the Tomb are extinguished; the captive is lead to the exit closest to the direction they pointed. The "rules" are simple. The chosen victim must move 50 ft. before removing the blindfold, a prisoner removing it early is re-captured, has one eye torn out, and the process is repeated. Five minutes lead-time is given to the victim before "The Hunt" begins. Virtually every creature in the Tomb, including thralls, hunts down the victim; the person or creature capturing them can do whatever they want with

the victim. The chosen one, on the other hand, only wins if they remain undiscovered for 24 hours, find their way up to the surface, or find a way back to the main staircase. As a final gesture, the hunted is reminded that no one has ever survived The Hunt more than 23 hours.

Experimentation

Several nosferatu in Cynges-leah's employ perform active research on the living in the hopes of discovering the secrets of life, and a way to restore themselves to full life. The unwelcome guest becomes a respected "aid" in their quest for discovery. In essence, the subject is vivisected slowly and methodically with their final remains being fed to the ghouls or other undead that survive on flesh.

Transformation

Certain prisoners are chosen for transformation into undead and never-ending service to Cynges-leah. Most prisoners undergoing transformation become ghouls (1–16 on a d20), with a few becoming wraiths (17–18 on a d20), skeletal warriors (19 on a d20, if class is appropriate), or vampires (20 on a d20). Any undead so created are destined to serve Cynges-leah for all eternity.

The Tomb, Level 2

This level was used as the final resting place for several of Cynges-leah's lesser followers and servants. Of the 20 sarcophagi, most have had their stone lids removed or damaged in some way leaving only 7 intact sarcophagi. Occupants of the opened sarcophagi are now members of Cynges-leah's digging crews. If one of the 7 intact sarcophagi is opened only normal rotting remains are found.

Stone Sarcophagus: 12 in. thick; Hardness 8; hp 120; Break (DC 28); Strength (DC 28) to raise the heavy stone lid.

Cynges-leah's Domain

From his tomb, Cynges-leah has expanded his domain until he now commands a fairly extensive underground domain. Not only does it extend for quite a distance, but it includes a variety of creatures from the long dead to a dwarf who is very much alive.

1. Crypt

This is the center of activity and the place from which Cynges-leah directs all his operations. It has one of the two exits to the "upper world" that were built by the original builders of the Tomb, but it has since been blocked off. There are several other exits that Cynges-leah's followers have made.

2. Jeshonta's Tomb (EL14)

Jeshonta is a century-dead wizard whose body escaped destruction only because no one remembered who he was. The marker over his grave was destroyed so completely that, for the uninitiated, it would be a matter of conjecture whether there was a grave there or not. Cynges-leah, however, knew he was there and it is no accident that one of the first tunnels led to his tomb. Cynges-leah knew that a powerful wizard would be of great value to him in his future plans. Despite not knowing him in life, Jeshonta is completely loyal to Cynges-leah's plans.

Jeshonta is in charge of the immortality experiments performed on some of the captives and, although he has made little progress, is confident he can discover the secret of life and how to bestow everlasting life on the undead. He spends most of his time in this small area.

Jeshonta, male lich Nec12: CR 14; SZ M Undead; HD 12d12+3; hp 97; Init +1; Spd 30 ft.; AC 14 (+1 Dex, *ring +3*), touch 14, flat-footed 13; BAB/Grap +6/+6; Atk +6 touch (1d8+5, negative energy touch [Will save (DC 17) for half damage]) or +9 melee (1d6+3, *+3 quarterstaff*); SA fear aura (Will save [DC 17]), paralyzing touch (Fort save [DC 17]), spells; SQ DR 15/magic, immunities (cold, electricity, polymorph, mind-affecting), summon familiar, turn resistance (+4); SV Fort +8, Ref +9, Will +14; Str 10, Dex 13, Con —, Int 19, Wis 14, Cha 12.

Skills: Concentration +19, Craft (goldsmith) +19, Decipher Script +19, Hide +9, Knowledge (arcana) +19, Knowledge (nature) +19, Knowledge (religion) +19, Listen +10, Move Silently +8, Search +12, Sense Motive +10, Spot +10, Spellcraft +19. *Feats:* Combat Casting, Craft Wondrous Item, Greater Spell Focus (Necromancy), Quicken Spell, Scribe Scroll, Silent Spell, Spell Focus (Necromancy), Still Spell, Toughness.

Specialist: Necromancy; prohibited schools Abjuration and Conjuring.

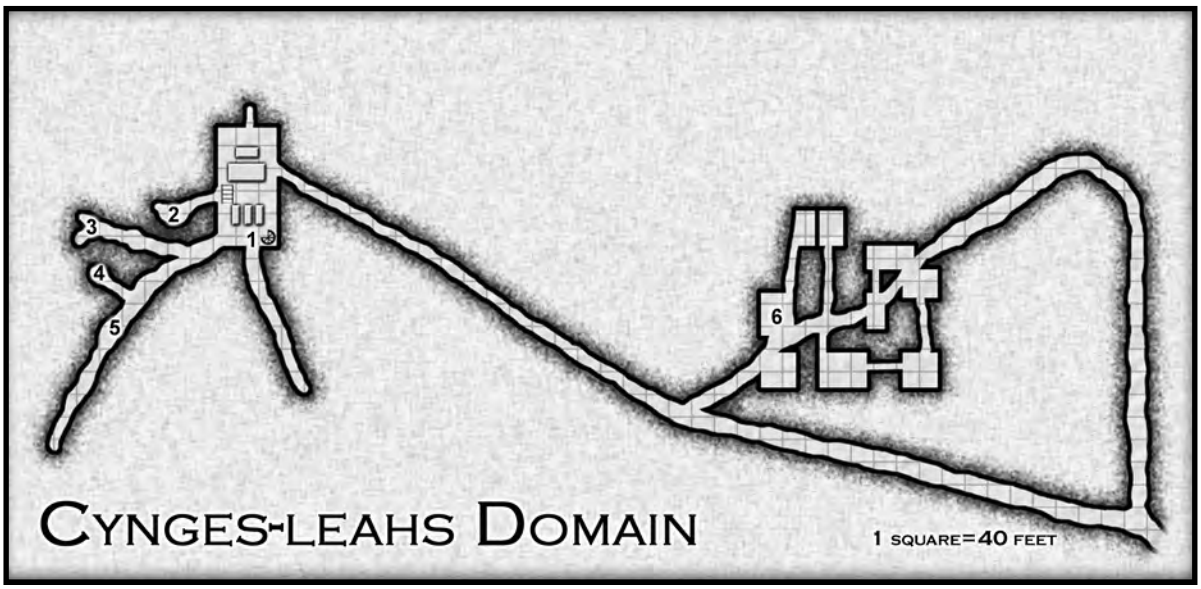
Arcane Spells per Day (4+1/5+1/5+1/5+1/4+1/3+1/2+1; save DC 12 + spell level): 0—*acid splash, daze, flare, touch of fatigue;* 1st— *cause fear, detect undead, magic missile (x2), unseen servant;* 2nd— *blindness/deafness, command undead, detect thoughts, false life, flaming sphere;* 3rd— *fireball* [x2], *gentle repose, halt undead, ray of exhaustion;* 4th— *animate dead, bestow curse, enervation, fear;* 5th— *dominate person, mind fog, teleport;* 6th— *circle of death, chain lightning.*

Necromancy Spells Prepared: 0—*touch of fatigue*; 1st—*cause fear;* 2nd—*command undead;* 3rd—*vampiric touch;* 4th—*contagion*; 5th—*symbol of pain*; 6th—*create undead.*

Possessions: *Ring of protection* +3, *cloak of resistance* +4, arcane scroll of 4 spells (*lightning bolt, fireball, hold person, charm monster*), +3 quarterstaff.

3. Family Crypt of Artz

This grave site was occupied by a family named Artz that was well known for the great strength of its warriors. Said warriors are now nothing more than mindless zombies that help dig tunnels. They do not dig willingly



but rather because they are ordered to do so by Cynges-leah who holds almost absolute control over all lesser undead. As a general rule they dig unless they are told to stop. Some of the Artz family members make no effort to try to dig around a rock or wall but instead waste time attempting to dig through it. Most of them stand completely motionless when a task is completed, awaiting new orders. Despite their mindless nature, the Artz family is considered "upper class" among the lesser undead simply because they were the first pressed into service after the raising of Jeshonta.

4. Kangsog (EL1/3)

When digging began Cynges-leah could not resist the idea of enslaving his worst rival, Kangsog. Kangsog is now a skeleton working in the dankest tunnel in the complex. Although he has more freedom of action than a normal skeleton, such as the ability to make decisions to go around objects or pick up a weapon to fight, he is completely under Cynges-leah's control. Unlike normal skeletons, his soul is still trapped within his body giving him a +6 resistance to Turn or Rebuke attempts.

Kangsog, skeleton digger: CR 1/3; hp 6; Atk +0 melee (1d4, shovel); turn resistance (+6); see the MM.

5. Ruaidhri Family Crypt

One of the early tunnels passed beneath this crypt, providing a fast, easy source of more manual labor. All of the previous occupants of this crypt are now skeletons that help dig more tunnels.

6. Watch Tower

The Watch Tower was abandoned years ago. Cynges-leah chose it is the perfect base for his plans to conquer the surface world. The Watch Tower is detailed more fully in the next chapter.

CHAPTER EIGHTEEN: THE WATCH TOWER

Once dedicated to protecting the city from bandits crossing over the river to raid the citizens, as the power of the City State grew and its boundaries expanded, the Watch Tower was no longer needed. After it was no longer needed for defense, it was used as a home by the Dirhan family. The family abandoned the ancestral home years ago. Thus, it is logical that Cynges-leah Dirhan (See Chapter 13, The Tomb) would focus his main digging effort in this direction in order to find a familiar location as a base of operations.

There is a second reason for the tunnels headed in this direction. Cynges-leah needs more miners, preferably those with enough skill and knowledge to help get his forces anywhere in the City State he might need them. He knows that the goblins live in this direction and plans to meet up with their tunnels and acquiring the goblins assistance through negotiation or enslavement is one of the steps in his plan to conquer the "upper world," discover a means to achieve "true life" again, and eventually conquer the world. The next step in his plans is near completion. Although he doesn't know it yet, one of the tunnels being created is nearing the goblin tunnels and contact with the tribe of goblins working near the City State.

Above ground, the tower appears sturdy and imposing, though it has clearly seen better days. Its thick stone walls have suffered little decay, despite being abandoned for years. The tower itself is in the shape of a cylinder with a 20 ft. wall around a 60 ft. diameter courtyard. The above ground entrance is a 6 ft. wide gate protected by two portcullises made of bronze-plated oak. The ropes and latches have rotted to the point that they are completely worthless. The portcullises must be lifted (Strength check [DC 30]) or broken down. Fortunately, the oak is rotting as well making it relatively easy to destroy the portcullises.

Bronze-Plated Oak Portcullis: 4 in. thick; Hardness 10; hp 25; Break (DC 22); Strength check (DC 30) to open. Reduced hp and Break DC values are due to the rotting oak.

Access to the tower can also be made by flying or climbing over the walls or enter though tunnels from The Tomb.

THE WATCH TOWER, GROUND LEVEL

Inside the tower is a large courtyard with a stairway leading up to the Wall Walk. Rooms were constructed beneath the walkway above with doors opening to them from the inner courtyard.

A. COURTYARD

Grass is growing up between the cobblestones of the courtyard, pushing some of them away in places, making the courtyard bumpy and uneven. Long grass makes it difficult to see ground, thus making it difficult for anyone in metal armor or boots to avoid hitting or kicking loose stones (–2 penalty to Move Silently checks). Off slightly to one side, there is a small well. At one time there was a roof and crossbeam supporting a pail and rope but these are collapsed with the remains tossed to the ground on one side.

B. BARRACKS

This room contains four double bunk beds on which the family guardsmen slept. While it seems a rather small number, the Tower is, after all, rather small and, at the time it was built, did not need many men to defend it. Although they were once solidly built, the beds are worm-eaten and decayed and the few wood tables and chairs here are also decaying. Some of the furniture bears the signs of old carvings or markings made by bored guardsmen. Nothing of value was left behind when the tower was abandoned.

A fireplace stands alongside a wood door in the clockwise wall. The door leads into the next room.

C. Dining Hall (EL5)

Now shrouded in cobwebs, this room was designed to hold of the tower's occupants and is twice as large as any of the others. As one might expect based on the room above, there is a large fireplace on the counter-clockwise wall. Above the fireplace is a carved, wooden representation of the Dirhan coat of arms. Although it was probably painted once, the coat of arms is now plain and worm-eaten. Although not particularly dangerous, there are **20 poisonous spiders** in the room that attack anyone entering. Although small, their poisonous bite can cause even the strongest adventurers problems.

Most of the room is taken up by a 5 ft. wide, 30 ft. long table with a bench along each side and a chair at each end. The chairs are massive, with ornate carving and blue velvet cushions. Unfortunately, the velvet has been destroyed by moths and rotting rag stuffing litters the floor around each chair. Beneath the table, the floor is covered by a filthy, stinking mess created by the rotting remains of the reed carpet used to soak up spills. Damp and mildew have converted the covering into a slippery, nauseatingly foul mess.

The floor, ceiling, and walls are made of stone, with the ceiling supported by thick wooden beams and rafters. Although the supporting beams show their age, they are still easily strong enough to support the weight of the stones. Three doors exit the room, one to Room B (above) located in the counter-clockwise wall, a door to the courtyard in the inner wall, and a door to Room D (below) is located in the clockwise wall. An additional exit is provided by a stairway heading down to the underground levels.

Tiny Monstrous Spider (20): CR 1/4; hp 2; see the MM.

D. Master Bedroom

Once the bedroom of the leader of the Dirhan family, the room is now stripped of the tapestries and other fine decorations that must have adorned the empty shelves and hanging brackets. The door along the inner wall leading to the courtyard is covered by a wool curtain suspended by a thin brass rod. Well past its life span, the curtain crumbles to dust if merely touched or brushed up against.

Directly opposite the door in the inner wall stands a massive, four-poster bed with linen curtains that happen to be drawn closed. Opening the curtains reveals the badly decomposed body of a man holding a knife that happens to be imbedded in his chest. There is a crumpled piece of parchment in his left hand (see side box). The only thing of value left on the corpse is a small pouch holding a few coins (Search [DC 12]; 11 gp, 22 sp, 38 cp)

The parchment most likely came from the desk where several sheets of similar parchment are strewn about the floor and the top of the desk near a quill pen. Also left on the desk is a thick, rolled-up scroll in a leather case. The scroll is in surprisingly good shape and appears to be a log of daily activities marked by day and month, though not year. It makes brief allusions to "special guests" who, evidently, have some relationship to things going on "downstairs." The log ends abruptly with no explanation of why the Dirhans abandoned the tower.

The rest of the contents of the room are more mundane. A 4 ft. square table and two chairs stand near the door to the dining hall. The wall opposite that door is occupied by a large fireplace. A large rug covers the floor near the fireplace and two large, stuffed chairs face it. Although bits of bright red and blue show through, most of the rug is now gray with dust and mildew, and the upholstered chairs are now nesting places for rats. A wardrobe and a bookshelf stand along the outside wall. Doors to the wardrobe are opened, and presently so warped they cannot be closed. The inside of the wardrobe is damp, musty, and empty. Despite its large size, the bookshelf holds only four books. Three books are so decayed they crumble to pieces when touched and the fourth book is a book on cavalry tactics whose pristine shape is a mystery as the book is non-magical and has clearly been here as long as the other three.

Aside from the treasure contained by the corpse on the bed, the only item of value that was forgotten when the tower was abandoned is a small silver ring with a tiny diamond (1,500 gp) hidden in a secret compartment in the headboard (Search DC 28).

Crumpled Parchment

The crumpled parchment is very difficult to remove without tearing or ripping it. A successful Dexterity check [DC 18] pries the parchment loose and allows it to be read, a failed check indicates the parchment was torn and has to be pieced together. The parchment reads,

What I have seen below was not meant for human eyes. I know now that I did not go undetected, for I can feel THEM watching me. I know THEY will come for me, hungering not only for my flesh, but for my soul as well. Rather than undergo such horror, I am resolved to put myself forever out of THEIR reach with cold steel. Whoso reads these words, let him flee for his soul's sake, and may the gods protect him on his way.

The writing is sloppy and smudged and there is a clear thumbprint on it. Based on appearances, the note was written in a great hurry, or, at the very least, under a great deal of stress.

E. Guest Room

If the Master Bedroom seemed empty, this room is positively barren. An empty bookcase and an empty wardrobe flank a fireplace in counterclockwise wall. A neatly made bed and a small table and chair are the only other items of note. The main interest of this room is that, despite a thick layer of dust, the decay evident in other rooms has not yet touched the few pieces of furniture that remain.

F. Kitchen

The large brick fireplace and wooden tables against the wall mark this room as having once been the kitchen. Three bins for spices are fastened to the wall above one table, all are empty save for the family of mice living in the center bin. Several rusted iron frying pans and a large bronze cauldron hang on hooks from the brick fireplace. Only a few twigs remain in the wood bin beside the fireplace which is rendered useless by the accumulated nests left by generations of chimney swallows. A badly rusted meat cleaver is stuck in the top of one of the tables. Closer inspection of the table reveals recent scarring as if someone was idly hacking at the wood with the old cleaver.

G. Servant's Quarters

This room is even emptier than the Guest Room. The only furniture it contains is a 10 ft. long bench and a rusting iron stove set near the door. The only other item in the room happens to be a straw pallet rolled up and tied with a leather thong. Unrolling the pallet disturbs a large rat that promptly runs away. The pallet shows none of the decay seen in other rooms and appears to be a recent addition.

H. Guardroom

The barracks on the other side of the entrance were for sleeping. This room is for the guards that were on duty. Empty racks along the walls were clearly designed for weapons, and there is a stove to warm the room in the corner. The stove is virtually worthless now, a block of rock-hard ash makes it impossible to start a fire in it and removing the ash would probably destroy the ancient stove. A rotting table and two benches squat near the stove and there is a dartboard on the far wall. Enough of the paint remains to show that it was painted as an archery target, but a crude drawing of a man's face was drawn over the target. The drawing was charcoaled in and is now almost obliterated by time.

Wall Walk

Stairs in the courtyard lead only to the top of the wall. The wall walk is about 15 ft. wide and protected by 2 1/2 ft. tall walls on the inside and outside. Directly above the entrance tunnel are two windlasses, one for each portcullis. The ropes are so old and decayed that the slightest tug snaps them. The short walls on the inside and outside provide 1/4 cover for a Medium creature unless they crouch down.

The Watch Tower, Basement Level 1

Although below ground, this area was considered part of the living area. Due to the construction of the tower it was impossible to build above the ground level so when the Dirhan family needed more room they carved out of the ground below the tower. Much to their surprise, this proved to be an advantage in many ways. The space they had to work with was, for all intents and purposes, limitless because they could simply continue digging downward when they needed more rooms. In addition, the rooms were warmer in winter and cooler in summer, although they did have problems with moisture and mildew. They provided a protected place for the family to go about their rather questionable practices in complete secrecy. The only potential problem could be goblins who might tunnel in somehow, but the goblins would probably not be averse to participating in some of their activities anyway. In short, the Dirhan family never regretted the necessity for building down rather than up as was customary in those days.

A. Library

The first thing noticed when the door is opened is that the floor appears to be covered with some sort of gray-green mold. Someone covered the floor with a rug that looks startlingly like fungus, but, by now, mold has actually begun to grow on the rug and it is difficult to tell where the rug leaves off and the mold begins. All of the walls except the inner one are covered by bookcases that extend from the floor to the 10 ft. ceiling. Although the shelves are only half-full, over 1,500 books can be found here. Alas, the mold attacking the rug is also attacking most of the books, only 273 books are salvageable. If the PCs decide to examine the books consult the side box to determine what book is found.

A table and 5 chairs, also covered with mold, occupy the center of the room. On the table is a hurricane lamp with oil and a wick still in it. Next to the lamp lies an open book which is, strangely enough, in excellent condition. The book is of the "Special" category described in the side box but is readable. It is titled, *The Binding of the Elder Gods*. Two empty torch brackets cling to the inner wall and an unlit brazier stands near the outer wall.

The Dirhan Library

The books left behind were not considered important when the family abandoned the tower, or they were simply missed when the other books were packed up and taken. If the PCs choose to examine the salvageable books have them roll a d20 and consult the following table:

d20	Subject
1–4	Foreign Language
5–7	Biology
8–10	Astronomy/Astrology
11–14	Religion
15–18	Legends and Myths
19	Magic
20	Special

Foreign Language: Written in a language unknown to the PCs. If they use any method to translate the book roll on this table again. A second foreign language roll indicates it is a book of grammar for that language.

Biology: These books consider various aspects of animal life including reproduction, internal structure, feeding habits, and environmental requirements. Some may contain information about creatures never encountered by the PCs, but not information on exactly where in the world such creatures are found.

Astronomy/Astrology: These books contain various star charts and instructions on predicting the future through study of the heavens.

Religion: These books contain information on a wide variety of religions and religious practices from present day through long forgotten cults. They also contain secret information about some cults, unfortunately that information is 30 years old.

Legends and Myths: Stories of the heroic acts of men and gods, invariably performed in ancient times, fill most of these books. While some stories are undoubtedly familiar to the PCs, others tell of unspeakably hideous monsters and deities of which the like has never been heard.

Magic: Treatises on magic contain no spells, just information about the mechanics of using magic, magic components, etc. Because these books do discuss the mechanism of magic and how it works, they provide an open opportunity for the Judge to introduce new metamagic feats into their game if desired.

Special: A small number of the books left behind contain such strange, foul information that anyone reading them is likely to go insane (Will save [DC 20] or become paranoid and delusional, attack anyone nearby). Fortunately, most of the books (1–19 on a second d20) are in long forgotten languages that can't be translated without the use of magic. The effect of these books is so powerful that it requires two *remove curse* spells cast in rapid succession to cure the afflicted individual. Once cured, the individual simply can not discuss the experience.

B. Common Room

Comfortably and cozily furnished, this room is presumably where the Dirhan family spent much of its time. The only strange item is a 10 ft. diameter column from the floor through the ceiling just west of the center of the room. Careful mapping of the area and study of the moisture condensing on the stone easily leads one to believe it is the well shaft. A 7 ft. diameter brazier squats in the center of the room, it is clearly designed to provide light for much of the room but is presently unlit and abandoned. To the north is a large sofa and to the south is a padded chair. An oriental rug with tassels at each corner covers the floor near the sofa. Mold is working its way through the rug but has yet to touch the other furniture. There is a table with two stools near the well shaft. A chess set is in the middle of the table, with the pieces arranged in such a way as to indicate it was abandoned in the middle of a game. The chess board is made of maple with ivory and ebony inlays and the pieces are made of ivory and ebony. The ivory is beginning to yellow but the ebony has held up well, the chess set is worth about 325 gp now, but was probably worth far more when it was first created.

Another table stands near the door to Room D. It supports two items, a metal bowl holding the rotted remains of some fruit, and a humanoid skull that is too small to be that of an adult human.

C. Cell

The door to this room was once locked but it has been forced open, and then left open. A large table holding thumbscrews, pincers, an array of knives, and an assortment of other torture devices occupies the center of the room. Manacles are spaced at 10 ft. intervals around all

but the inner wall. None are occupied and several are broken. The broken manacles are noticeable because, although the outside is badly corroded, the cross sections of the broken links are not rusted and gleam in the light.

D. Food Stores

The food stored here could have supported a number of people for a long time if necessary. Alas, despite being carefully stored, mice have ruined the food that mold and decay left untouched. The room is full of barrels with various types of rotting or mouse-eaten food including pumpkins, apples, potatoes, salted pork, hard tack, and onions. The food does support a vast number of cowardly mice that cause the PCs no problems. A staircase leads down into this room from the Great Hall above, exiting nearly in the center of the room.

E. Bedroom (EL 9)

The Dirhan family built underground due to a lack of living space above ground. They did not let their desire for comfortable living quarters interfere with their lack of living space. Over one quarter of the space below ground is devoted to living space and bedrooms. This room, for example, is quite spacious. The bed opposite the door is 8 ft. long and 4 ft. wide. Rumpled bedclothes on the bed and floor look as though abandoned in a hurry. This impression is supported by the presence of a tunic hanging on the door of the nearby wardrobe and a nightcap lying on the floor next to the bed. The clothes tossed about the room are not human sized, probably because they happen to belong to Clavus Yapp, a dwarf that has taken up residence here. He has only taken over the bed, desk, and chairs, the large wardrobe has been left alone, it contains the tattered remnants of what must once have been fine clothing. The wall opposite the desk has a fireplace with a partially burned log in it. A large chair with red velvet cushions is drawn close to the fireplace with a pewter flagon and a book entitled, "The History of Human Sacrifice" on the floor nearby. Behind the chair is a large rug decorated with a complicated, interwoven design of blue, red, and silver threads.

Clavus Yapp is a truly insane dwarf that happens to be loyal to Cynges-leah Dirhan in his "normal" personality. Clavus doesn't bother the undead that come through the lowest level, and they tolerate him.

Clavus Yapp, male dwarf Ftr5/Wiz4: CR 9; SZ M; HD 5d10+10 plus 4d4+8; hp 73; Init +1; Spd 20 ft.; AC 16 (+1 Dex, +5 *studded leather*), touch 11, flat-footed 15; BAB/Grap +7/+10; Atk +12 melee (1d10+6, *+1 dwarven waraxe*); Full Atk +12/+7 melee (1d10+6, *+1 dwarven waraxe*); SA spells; SQ dwarven racial traits, summon familiar, schizophrenic; AL CN; SV Fort +7, Ref +3, Will +7; Str 16, Dex 13, Con 14, Int 14, Wis 11, Cha 8.

Skills: Climb +11, Concentration +7, Craft (weaponsmith) +12, Intimidate +7, Jump +11, Knowledge (arcana) +8, Spellcraft +7. *Feats:* Cleave, Combat Casting, Eschew Materials, Iron Will, Power Attack, Scribe Scroll, Weapon Focus (dwarven waraxe), Weapon Specialization (dwarven waraxe).

Arcane Spells per Day (4/4/3; save DC 12 + spell level): 0— *detect magic, detect poison, light, resistance;* 1st— *alarm, magic weapon, protection from evil, shield;* 2nd— *flaming sphere, invisibility.*

SQ—Schizophrenic (Ex): Clavus has been reading some of the texts in the library, and some of the "special" books have made him quite mad. Although he knows strange things happen to him sometimes, he is not aware of his madness, and is unlikely to believe anyone telling him about it. He changes personalities without warning, with each personality lasting 1d20 days. The first personality (1–2 on 1d6) is that of a raging maniac who hallucinates that a battle is being fought full force within the tower. When this personality takes over Clavus is inclined to go berserk and run down the halls screaming and slashing at imaginary foes (he is not lame in this personality). When finally exhausted, the battle is suddenly "done" and he retreats to his room to heal up from imaginary damage. If encountered in this personality there is a 50% chance that Clavus attacks the party. The second personality (3 on 1d6) is that of a lost little boy that sits in the corner crying for his parents and hiding from the "nasties." When that personality ends it is usually followed by that of a lovesick poet (4–5 on 1d6) who sits at the desk in the room composing horrid ballads and sonnets of love. Finally, on a roll of 6 on 1d6, Clavus could also be perfectly normal and happy to talk to the party about how he came to live in the tower (without mentioning Cynges-leah). None of his personalities knows about the others, although in his "normal" personality Clavus does find it disturbing that some ghost has been leaving him poetry and messing up his room.

Possessions: +1 dwarven waraxe, +2 studded leather, potion of endurance, scroll of 3 arcane spells ([2] fireball, confusion), scroll of 1 arcane spell (invisibility).

Description: Clavus stands about 4 ft. 3 in. tall and weighs in at 210 lb. He has brown eyes, long, wavy gray hair and a lame right leg. Clavus stumbled into the tower many years ago while fleeing from a vengeful enemy. He hoped to rest long enough to recover from his wounds, but lay their 10 days and nights before a cleric came to him in a dream and restored what little was left of Clavus' health. Clavus' foe left him with two broken legs, one of which healed poorly, but he eventually healed enough to return to his home in the City State. Realizing he could no longer serve as a guard or fighter with a lame leg he turned to the study of magic and became quite good at it. As the years went by he developed an obsession with finding the cleric that healed him. Eventually he bid farewell to his friends and family and returned to the tower in an effort to discover who healed him. After entering and discovering the library and hidden rooms, he decided to stay. His magical instruction allowed him to read books in the library that eventually caused his

madness. When discovered here by the Cynges-leah's undead servants and brought before him, Cynges-leah decided the dwarf could remain here, and that he could potentially become a useful ally.

Clavus is unwilling to discuss anything about Cynges-leah, due to his loyalties, and does his best to discourage the PCs from exploring the lowest level of the tower by telling them that there is nothing there. If the PCs entered from below and have already encountered Cynges-leah, Clavus acts surprised at the idea of undead below ground so close to where he has been living.

F. Bedroom

The door to this bedroom is securely locked and barricaded from the inside. The lock can be picked normally (Open Lock [DC 25]) but the door requires a Strength check (DC 20) to open. Opening the door knocks over the wardrobe used to barricade the door from the opposite side. It is filled with clothing that is tossed to the ground in a jumbled mess when it tips over. None of the clothing is useful. Beyond the fallen wardrobe is a large woolen rug of off-white with a blackbird depicted on it. Lying by the bird's left foot is a decomposed corpse. It lies on its face with one arm beneath it and the other stretched out. The visible hand rests on the stump of a finely crafted sword, with the rest of the blade nearby. An examination of the corpse and study of the shattered skull allows a small chance to determine that the victim's skull exploded from the inside rather than being smashed inward (Intelligence check [DC 20]). The body wears a pair of rotting breeches and a ring (*+2 ring of protection*) made of smooth-grained hickory wood that seems immune to decay (Search DC 12).

A fireplace stands on the counter-clockwise wall flanked by fireplace tools to one side and a wood screen to the other. A cushioned chair, now torn at by mice or rats faces the fireplace. Near the back wall is a 5 ft. square table that was clearly used as a desk because it is covered with parchment, ink bottles, a candle, a chunk of sealing wax, and a seal with the Dirhan family coat of arms. A large bed leans against the wall opposite the fireplace covered by rumpled, decaying bed clothes and covers. The scabbard of the broken sword rests on the ground beside the bed, although it is only interesting due its single small emerald setting (580 gp). A small table near the head of the bed has a drawer containing a small pouch of coins (Search [DC 15]; 32 gp, 21 sp) and a small shelf attached to the wall nearby holds 20 books. Seventeen of the books are decayed beyond any use but the three remaining books are at least partially legible. The remaining books include 2 books on anatomy and a book discussing architecture.

G. Bedroom

Based on the layout of the room, and the decaying decorations within it, it is easy to guess this room once belonged to a woman. A large piece of furniture on the clockwise wall is obscured by an ornately carved wooden screen. It is actually a walk-in wardrobe full of the remnants of what must have been beautiful dresses, blouses, skirts, slips, panniers, nightgowns, and undergarments. Though shreds of their former selves, the garments were made of velvets, laces, satins, and silks and decorated with beads and careful embroidery. Colors have faded and mildew spots spread toward holes eaten by moths. Beyond the bed in the center of the room is a table covered with bottles and jars of glass, onyx and soapstone. A silvered glass mirror is propped up on the table. The mirror would bring a pretty price if not for the cracks through the glass.

The table itself holds 15 glass bottles of perfumes and unguents. Seven have dried up and gone bad but the remaining jars could be sold for 1d10 gp each. Charcoal sticks on the table are now so dry that they crumble at the slightest touch. Ceramic jars include one jar with dried rouge and a second jar with powdered gold (5 gp). The drawers (Search DC 10) hold a brass mirror (50 gp), a horsehair brush that has lost most of its bristles, an ivory comb with a silver inlay (500 gp) and a gold ring with a large ruby and diamond setting (5,000 gp). The ring itself is trapped with a poisoned needle protruding from the setting of one of the diamonds. Fortunately, the poison has lost its efficacy with its worst effect being slight nausea. Beneath the setting is a small cavity holding a small pill. Anyone consuming the pill, either on its own or when dissolved in a drink, is subject to the same effect as a permanent *sleep* spell affecting any level character with a Will save (DC 20) to resist. A *remove curse* or equivalent is required to break the sleep effect.

The fireplace in the room is directly across from the door and is shielded by a tarnished brass fireplace screen and a chaise lounge that was apparently upholstered in pink silk at one time. Mold consuming the carpet on the floor leaves few vestiges of what must once have been beautiful pink and blue floral designs. A small desk stands to one side of the carpet. Drawers of the desk contain sheets of parchment, a stick of sealing wax, a seal with a rose on it, and a long thin knife of excellent, high-quality steel (masterwork dagger), and a set of manacles made of hard leather studded with brass and connected by a sturdy brass-plated iron chain, and a silver bottle containing some sort of oil (5 gp).

Finally, a large portrait hangs on the counter-clockwise wall. It has withstood the test of time remarkably well, its portrayal of a beautiful woman with a cascade of auburn hair, pale cheeks, and large, dark eyes has neither faded nor been attacked by mold or mildew. Her dress is pale lavender with white lace that frames her face and delicate wrists. The bodice is decorated with fifty seed pearls. Her long, delicate hands, ending in perfectly manicured fingernails tinted pink, are stained with blood, and rest upon a whip which she cradles in one arm. Her eyes appear to glow with excitement, and her ruby lips wear an almost obscene smile. If anyone cares to look, the dress hangs in the wardrobe, although it has now faded to a dingy gray along with the rest of the garments, the lace has fallen away, and the seed pearls have crumbled.

H. Shrine

Directly across from the door is a large block of stone which is 12 ft. long, 5 ft. wide, and 4 ft. high. Carvings on it include hideous and unnatural-looking beasts. Chains are attached to four staples set into the top at each corner. A dagger rests on the altar (for that is what it is), both of which are encrusted with what is obviously dried blood. The back of the altar possesses a small catch which, when triggered, causes the stone to slide to one side revealing a cast iron ladder leading down to the lowest level of the dungeon.

A set of black curtains behind the altar reveal a painting of some sort of alien landscape, brooded over by a green-hued sun when they are drawn back. The light this sun gives off does not appear very bright because the sky is dark and the stars are visible. The stars are so brilliantly painted that they seem to twinkle and anyone watching long enough would swear to seeing the flash of movement in that alien landscape. If anyone is foolish enough to put a freshly killed body on the altar , a large, vaguely humanoid creature with tentacles growing from the lower part of its face appears on the horizon and approaches over the painted scenery, gradually growing larger as it does so. This continues for 10 seconds until it grows to tremendous size. At that time, it appears to be standing directly in front of the party although still within the frame of the painting. Then, some of its tentacles protrude out of the picture, capture anyone who is still within the room, including the dead body, and drag them into the picture (Reflex save [DC 12] to avoid). Once within the picture, captives become two-dimensional in the eyes of any viewers, and, except in the case of the total destruction of the picture, no one touching the picture thereafter is be able to reach those drawn into it although they are able to watch the victims being devoured by the beast.

A bookstand holding an open book lies stands near the counterclockwise wall of the room. The language of the book is unknown, but a magical translation of the pages to which it is opened reveals the formula to dismiss the beast if summoned by an offering upon the altar of a freshly-killed sacrifice and how the individual summoning the beast is protected from being taken as well. Properly pronouncing either incantation once discovered requires a Spellcraft check (DC 25). The two pages also tell of a magic circle identical to the one inscribed on the floor in the inner clockwise corner of the room. Anyone standing in the circle can't be touched by the beast.

Obviously, if no body is put on the altar, there is no need for fear of attack from the picture. Unless the book is translated the PCs are unlikely to even discover the possibility. Without a sacrifice the picture can be touched, attacked, or stared at in complete safety. The picture feels like smooth, polished stone yet remains unharmed by all but the most powerful destructive magic (hardness 8, hp 50, SR 25).

I. Storage

This room was used to store miscellaneous items. Almost all of the items have decayed to the point of uselessness. Out of the wide collection of reed mats, bags of charcoal, carpenter's tools, cushions, and bottles only 2 useable whetstones and 4 hurricane lamps can be salvaged. Finding these items is relatively simple (Search DC 12) but requires at least an hour of searching through the rot and decay of the other items in the room.

The Watchtower, Basement Level 2 (EL 3)

Items found in these rooms, and the rooms above, suggest activities that went on here must have been utterly disgusting to people with normal sensibilities. Now, Cynges-leah's undead servants, who are disgusting in their own right, have tunneled into and through the rooms. Tunnels go through several rooms as if they aren't there at all, cutting off corners, pushing aside obstructing furniture, and sometimes even creating shallow gullies through the room. This is a result of mindless digging. Cynges-leah's minions were ordered to dig, and dig they did, regardless of what they encountered while fulfilling their task. Undead minions often travel through this area. There is a 10% chance the PCs are discovered by a group of **4 zombies** and **6 skeletons** for every 10 minutes they explore this area.

Skeleton (6): CR 1/3; hp 6; see the MM.

Zombie (4): CR 1/2; hp 16; see the MM.

A. Cells

This area actually encompasses two rooms, both of which were used for holding prisoners. Locked and barred doors and manacles dangling on short chains from the walls can be seen as one peers in from the tunnel. There is nothing of real interest in either room. Each room is capable of holding about 10 prisoners.

B. Torture Chamber

The tunnel goes right through the middle of this room and has disturbed some of its furnishings. For example, a table near the edge of the entering point of the tunnel stands at a weird angle. Some of its former contents are on the floor indicating it had been shoved out of the way. Its contents included various types of knives, pincers, manacles, and thumbscrews. A set of large, heavy iron boots hinged on the outside and held closed by a single padlock stands in front of the fireplace next to the table. A stand in front of the fireplace grating was once used to hold the boots so their soles were close to the fire. An array of pokers with different shaped heads hangs from a rack near the fireplace.

A heavy table lies on its side in front of the fireplace. The top and legs of the table are covered with bloodstains. This table appears to be directly in the path of the tunnel and was apparently thrown aside as the tunneling continued. Another item that was in the way of the tunnel is the whipping post. Even though it was 18 inches thick and made of solid oak, the whipping post was snapped off its base and tossed to one side. The spot wear it stood is just a slight bump in the dirt-covered floor of the tunnel. The PCs can find the stump, with all of its splinters smashed flat, if they clear away about an inch of dirt (Search DC 12).

Also on the far side of the tunnel are two discomfort boxes. These are small, wooden cages of about 2 ft. square and 4 ft. high that are constructed in such a manner that a person of average height cannot stand up, lie down, or sit within it but is forced into an uncomfortable crouch. Its use is illustrated by the presence of an almost completely decomposed body within one of the boxes.

In the corner is a rack, and in the center of the far wall is a large board with manacles attached, scarred by many nicks and scratches, and stained with blood. Prisoners were secured to this board and used as living targets; bets were made on how close the marksman could come to the prisoner without hitting the body.

If the room is entered or exited through its remaining barred door, the PCs notice a sign on the outside above the door that reads, "Playroom."

C. Entrance

This room is almost entirely wiped out by the tunnel by virtue of the fact that it was directly in the path of the tunnel and is hardly larger than the tunnel in the first place. All that remains of the contents of the room are two wooden screens behind which the Dirhan family changed into their "play clothes" and the cast iron ladder leading to the level above.

D. Parlor

The tunnel cuts through the corner of this room leaving it relatively untouched. This is almost too bad because its contents are absolutely disgusting. A rack containing fifteen preserved human heads arranged according to the length of time they had been dead, ranging from one day to one hundred years, hangs on the west wall. A revolting tableau of monstrous beasts and deformed humans feasting on dead rats and human limbs is seen in the northwest corner. A couch faces the scene, and a chair is sitting next to it, facing the display of heads.

A painting of something that may once have been a human devouring a corpse hangs on the north wall. Its colors are slightly faded, but it is in reasonably good condition. The signature is T. H. Dirhan.

Almost the entire remaining east wall is taken up by a revolting display of ten skeletons arranged according to age at the time of death. They are labeled "Unborn," "1 Year," "3 Years," "7 Years," "12 Years," "20 Years," "30 Years," "50 Years," "70 Years," and "100 Years." The final bit of decadence in the room is a picture leaning in the southeast corner of the room, unframed. Although incomplete, it can be discerned to be a painting of a half-decayed female corpse reclining by an open grave and holding a withered, blood-red rose to her nose as though to savor the last of its fading fragrance. This picture is in the same style as the one signed T. H. Dirhan, and it is not unreasonable to assume that it was conceived by the same demented mind and executed by the same hand.

E. Bedroom

Even a fertile imagination has difficulty picturing what sort of debased creature could live, or even sleep, in these debased surroundings. Nonetheless, there is a bed in the center of the room, a massive canopy bed fully 10 ft. square with black curtains. Silvered glass panels are bolted in place above the bed allowing anyone on the bed to view him or herself. The four mirrored panels are worth 1,000 gp each if carefully removed and brought to the City State for sale.

The west side of the room is taken up by a large pottery container resembling a stone coffin. It is 7 ft. long and 4 ft. wide with a counterbalanced lid that slides open easily. The container is filled with vinegar which gives off an overpowering odor if when it is opened. Anyone failing a Fortitude save (DC 16) is forced to flee the room due to their watering eyes and burning throat. The fumes dissipate after 10 rounds, though the odor remains strong. Those who make their saving throw, or wait 10 rounds, can examine the container more closely. Within is the perfectly preserved corpse of a beautiful human woman in her mid-twenties.

A wardrobe with rather unusual contents stands against the south wall. Contents include female clothing designed to fit someone over 6 feet tall, an assortment of leather suits, a suit of Chainmail with small spikes on the inside, two sets of iron manacles, a giant bullwhip, a bodysuit made of wolf skin, and a large diaper.

The north wall has only a mahogany desk with brass ornaments and a mahogany bench upholstered in red leather sitting before it. On the desk are a pen, an inkbottle which contains dried ink, and several sheets of parchment. Nothing about the appearance of the desk is perverted or disgusting. The journal found in the drawer of the desk is quite decidedly both perverted and disgusting. Details are left to the imaginations of the Judge and the players. Suffice to say that every page goes beyond the bounds of human decency. The name on the front of the journal is E. Dirhan.

To the right of the desk, on the east wall, is a small bookcase. It holds some twelve books, all of which are in good condition. One of the books is entitled Encyclopedia of Perversion, and the rest are obscene novels. An O. Dirhan is listed as the author of the encyclopedia and one of the novels.

The last two items of interest in the room are paintings. The first is of a corpse holding a brush and palette and looking into a mirror. It is signed N. Rotweil. The other is a graphic representation of a man being drawn and quartered. It is unbelievably realistic. It shows the scene just as the act has been done; the horses are still straining and the body has just been dismembered. Anyone listening closely (Listen check [DC 14]) imagines they hear a faint scream.

F. Laboratory

This room looks like something from a horror movie. A long bench with shelves above it leans against the north wall. The shelves hold all manner or solids, liquids, and gases, some bottled and some not, and mixtures of these elements in every size, shape, and color. Less abstract items such as jars labeled “Brains of Bat” and “Lizard Spit” seem commonplace in such company. While all of the contents are labeled, most of the labels are nothing more than nonsense words to the PCs. Whoever once worked here must have had their own special code. It is left to the Judge to decide what might happen to any PC foolish enough to drink or taste anything here, though it is kindly suggested to be nonlethal and temporary.

Three sets of scales rest on the bench itself, each with its own set of weights. These are spaced evenly along the bench and each has a stool sitting next to it. Close to the bench, on the west wall, is a desk. It is covered in a mountain of parchment, pens, inkpots, and other writing paraphernalia. On the top of the pile are several sheets of parchment filled with fragmentary and cryptic notes. They include such thing as “half ounce injected,” “lifted book,” and “lost right ventricle.”

Beside the desk is a bookcase. Most of the books are unreadable due to mildew and rot, but 12 books are in fairly good shape. One of the books is titled *On Human Decay* and is written by Q. Dirhan, others include *The Theory of Sympathetic Magic*, *Book of the Dead*, 3 books on human anatomy, 2 books on philosophy, 2 books about astrology, a book on bovine anatomy, and a book discussing alchemy.

An operating table of sorts sits in the southwest corner, slightly away from the walls. It includes, of course, chains and manacles to hold the patient in place and no sign of any sort of anesthetic. A smaller table nearby holds a wide variety of scalpels, forceps, knives, and other nasty-

looking devices. Set between the two tables is a small stool for the "surgeon" to sit upon.

Finally, the southeast corner is taken up by one of the oddest things any PC is likely to see. A 20 ft. square area is filled with mils of glass tubing, hundreds of glass flasks, and several alcohol lamps. Paths and tunnels make their way into the mountain of glass, and there is even a stool set along one of the paths. There is no indication of what the purpose of all this glass is, making it appear to be nothing more than a glass dump.

G. Sealed Room (EL13)

The sealed room isn't much of a secret as a 75 ft. hallway ends before a wall carved with a notice reading, "Ralsa. Keep Out. Do Not Open 'til Ragnarok!" Anyone battering down the wall frees Ralsa, a froglike thogg. Thoggs are an old, rare race of immortal creatures equally at home in water and on land. When the wall is first breached Ralsa, looking like nothing more than a rather large frog, simply makes an escape—likely startling the party as it flees. Only a Knowledge (dungeoneering) check opposing Ralsa's Bluff skill (+11) will allow a character to tell the difference between Ralsa and a "normal" giant frog. Rangers with Aberrations as a favored enemy may apply their favored enemy bonus to the roll. Ralsa will play the ruse perfectly, croaking and simply trying to hop away without attacking any of the characters.

After an hour of freedom Ralsa begins to track down and devour anyone it can capture. It feeds on the life energy and flesh of other creatures, gaining greater strength for every creature in consumes. Ralsa never speaks unless it is killed, upon death it utters a single word in common, "Mama."

Ralsa: CR 13; hp 105; see the **Thogg** in the **Monster Appendix** for more information.

H. Kitchen

It is inevitable that the Dirhans would make provisions for eating and cooking down here since they spent so much of their time in this place. The food preparation area is in the southwest corner of the room and includes a workbench, a butcher block, and a woodstove. Hanging on the wall over the workbench is an assortment of ladles, spoons, kettles, pans, and knives. Five cleavers, ranging from one the size of a man's palm to one so large and with such a long handle that it seems to be a two-handed device, hang above the butcher block.

A 20 ft. long and 5 ft. wide table with 14 chairs spaced around it stands near the opposite wall. Two large, silver candelabra stand on the table. Each is designed to hold 13 candles, but the candles within them have all softened into heaps of wax or are bent and curved at odd angles. Each of the candelabra is worth 750 gp.

The floor in the southwest corner of the room is colored in a checkerboard pattern 16feet square comprised of squares of red and black 2feet on a side. A fair-sized wooden chest stands nearby. The unlocked chest contains 32 costumes of assorted design. Although they are all mildewed and unfit for use, it is apparent the Dirhans used this area as some sort of game board using living pieces.

I. Cell

Generally, this room is identical to those described in Area A. It has barred iron doors and 10 sets of manacles, but, unlike area A, this room has a skeleton in it. The skeleton lies on the floor with one hand outstretched toward the door, and the other resting in a manacle attached to the floor. The free hand has its thumb broken in three places.

CHAPTER NINETEEN: THE PATRICIAN THEATER

The above-ground portion of the Patrician Theater is detailed at location 158 in Part I: The City State. These chambers exist beneath the theater.

THE PATRICIAN THEATER, LEVEL 1

The basement beneath the theater holds a variety of rooms where costumes and props are stored. Access to this area is very limited. Anyone found here without authorization is immediately arrested and charged with trespassing. There are no monsters as such on this level, but many nobles are skilled fighters and there is a definite possibility of encountering some on this level (20% chance every 20 minutes; 1d3 nobles; Ftr lvl 1d4; rapier or longsword). Wood doors leading into these rooms remain unlocked with special exceptions noted below.

A. LIBRARY

Producing a play first requires a script, and then enough copies of a script for everyone involved. All of the copies must be stored somewhere. As a result, the theater has acquired a rather large library of scrolls. There are over 1,100 plays represented here each with 1d20 copies of the script. In addition, there are many books on acting techniques, makeup, costuming, and set design. While a number of these documents might be sold to a wandering theatrical group, the best plan would be to sell them back to the manager of this theater (in small numbers) as he has no idea which scripts and texts are stored here and has only a 5% chance of recognizing an item as stolen.

B. SCENERY

Backdrops, sets, and larger props without any present value are stored here until they can be recycled in another play. Theater people are notorious for their reluctance to throw away even the most useless of items knowing that somehow they can reuse an item in the future. This large room has been set aside to store various flats depicting meadows, mountains, seascapes, and castle interiors as well as various set pieces. The set pieces include trees, rocks, ships, houses and even a giant carrot. Some sets are so amateurish that they wouldn't fool a blind man while others are startlingly realistic. Of course, when viewed from the back everything is simply made from wood and cloth.

C. WEAPONS

At first glance this room appears to be a well-stocked armory; a second glance reveals that almost all of the weapons are made from wood or tin. While these weapons can be used, they do only half damage of a normal weapon, the damage done is subdual damage, and the weapon suffers a 50% chance of breakage for every hit. There is a 90% chance of finding any particular common weapon and a 10% chance of finding an exotic weapon. Anyone within 20 ft. of these weapons easily realizes they are not real, but beyond 20 ft. they look very realistic requiring a Spot check (DC 18) to determine they are not real.

D. JEWELRY

As with the weapons in the room above (Area C), all of the jewelry here is fake. Great treasure such as gold, silver, and copper rings, diamond earrings, necklaces with various gems, tiaras, armbands, brooches, and various gems are cleverly created from painted tin, glass, and paste. As with the false weapons, these items look very realistic beyond 20 ft. (Spot check [DC 18]) but anyone closer knows they are fakes.

E. Jewelry

The **heavy wood door** (2 in. thick; Hardness 5; hp 20; Break [DC 25]; Open Lock [DC 21]) to this room is always kept locked because it holds real jewelry. There are 977 items in this room from small gold and silver rings to pieces of jewelry set with semi-precious stones. The items are worth 1d10 gp each, although some would appear far more valuable to the untrained eye.

Wood boards on the floor in the northwest corner of the room conceal a hole leading down to the caverns below. The hole was covered long ago, nobody has bothered to remove the boards or question why they are present here. Getting down to the caverns requires climbing down a 20 ft. shaft and then somehow covering the 30 ft. drop to the cavern floor. Obviously, climbing back out this way is much more difficult.

F. Armor

This room is also full of artificial items. Helmets, greaves, breastplates, gauntlets and other pieces of armor made of thin tin. Several shields made with painted cloth stretched over wood frames also rest against the walls. The tin armor is of no value, on the other hand, there are 3 sets of thin leather armor (AC +1, Max Dex Bonus +8) that someone might find useful.

G. Ladies' Costumes

Female costumes are kept in this room and costumes for men are kept in the next. This aids the actresses and actors in finding the proper attire for the parts they are to play. The wide range of outfits, from beggar's clothing to ball gowns for a queen, are hung on racks on the north, east, and west walls. Although the outfits are perfectly wearable, the finer materials are cheap simulations designed to look realistic from 20 ft. away. Brocade, for example, is achieved with the use of a wood block print applied to heavy cotton fabric and watered silk is imitated by hand painting satin. Boxes and chests containing hats, gloves, belts, shoes and small items of clothing rest against the south wall and in the center of the room. Although the costume clothing has very little value, someone with at least 5 ranks in Disguise can gain a +2 circumstance bonus for a Disguise check using the materials found here.

H. Men's Costumes

This room is identical to the room holding the ladies' costumes, only all of the clothing here is designed for men. Clothing includes everything from regal costumes to pirate's outfits and priests' robes. Someone already skilled at creating disguises can use the clothing here to there advantage as described above (Area G).

I. Makeup

This room is used to store makeup and contains hundreds of jars of compressed powder of various shades. When applied to the face with a damp cloth skin can be changed to a wide variety of different skin tones. There are also masks, wax noses, scars, and other features along with a small barrel of weak glue used to hold them into place. Ten small barrels of lard used to remove the makeup and glue are spread throughout the room along with benches and mirrors. Someone with at least 5 ranks in Disguise using these materials gains a +2 circumstance bonus to their appropriate skill checks. This bonus can be added to the bonus for using the clothing found in the rooms above.

J. Rehearsal Room (EL 8)

Normally empty but for a few pieces of furniture, this room is used for rehearsal and practice. Benches along the outside walls are used by off-stage actors or anyone else who may be watching. At the moment, two gentleman, Ikjude and Racie, are rehearsing a fight scene. They presently hold spears made of tin and wood, their normal weapons rest on a bench near the north wall. Already upset at being interrupted, these actors know everyone with a right to be in this area and are certain to attack anyone that doesn't belong.

Ikjude, Marquis de Satinbrae, male human Ari2/Ftr7: CR 8; hp 61; AL NG; SL 9; Str 12, Dex 14, Con 12, Int 14, Wis 8, Cha 12; Knowledge (nobility) +7, Perform (acting) +6; *+1 longsword* decorated with the crest of the Marquis de Satinbrae

Description: Ikjude is a tall man at 7 ft. 2 in. but rather lanky at 228 lb He has a great deal of military experience and is an excellent swordsman. He knows a great deal about farming, fishing, hawking, acting, and is a connoisseur of fine wines. At 50 years old his gray hair is clinging to a touch of brown. He has a thin gray mustache and light brown eyes.

Racie Backslicer, Overseer of Adder Fair, male human Rog3/Exp2: CR 4; hp 32; AL CE; SL 7; Str 11, Dex 16, Con 12, Int 11, Wis 12, Cha 13; Knowledge (astrology) +6; masterwork rapier

Description: Racie is a good 2 ft. shorter than Ikjude but is filled out with enough muscle to make him appear slightly taller. Although 44 years old, his blond hair, bright green eyes, and youthful features make him appear to be in his late 20's or early 30's. Racie is a landed knight that received his title for unspecified services to the Overlord rather than bravery in battle. He also happens to be the bastard son of a knight known more for his skullduggery than his bravery in battle. His father

was found stabbed in the back when Racie was 15, leaving the lad without a home. Racie did a great deal of wandering learning a bit about farming, fishing, and various other skills before focusing on Astrology. He rarely does anything without consulting the stars. This morning his horoscope said, "Look before you leap," so he is going to be rather hesitant in battle (–1 penalty to hit and damage).

Combat Tactics: PCs clearly wearing costumes can attempt to Bluff their way out of a fight at a –4 circumstance penalty by claiming they are new actors. Otherwise Racie steps forward with his hand on one hip and demands to know who the PCs are and why they are here. Meanwhile, Ikjude backs toward his sword. Once Ikjude has his weapon in hand he charges forward to attack while Racie moves back to get his rapier. Both men shout as loudly as possible, it is unlikely that anyone else hears them but they hope the PCs don't know this. If the PCs outnumber them greatly, or appear to be very powerful the gentleman are willing to back down or try to get out of a fight. If so, they report the PCs to the constables as soon as they are able. Ikjude is confident in his fighting abilities and is likely to fight to the death; Racie flees if there is an open route to the door.

The Patrician Theater, Level 2

This level is essentially an underground cavern formed by an underground stream which eventually flows into the sewers. The cavern itself has two branches off of the main cavern formed by the stream. Warm, mineral-laden water rises up through the soft rock in swirling eddies forming a pool of water that is fed additional water flowing downward from the natural hot springs feeding the Movert Bath. The high mineral content tends to affect the creatures that live in the water. The water is warm enough to make the entire cavern area warm and humid making many of the cavern walls slick with condensed moisture.

There are blind crocodiles in this area. Although blind, they have acute hearing and vibration sense and can locate even *invisible* creatures within 60 ft. while in the water and within 20 ft. while on land. The crocodiles are far from the most dangerous creatures in the cavern however. That title belongs to the **badl** (see the Monster Appendix), souls of unscrupulous men condemned to return and punish others like themselves. Badl are dedicated to the destruction of evil in all forms and hate magic, which is always considered to be evil. They have been trapped in the cavern for thousands of years and are quite liberal with their definition of evil. Almost anything that is not completely perfect is considered to be evil.

The stream flowing through the main cavern is 10 ft. wide but is very fast moving. It requires a Swim check (DC 18) to successfully fight the current. A skilled swimmer can swim 5 ft. against the current or 30 ft. with the current on a successful check. An additional check must be made every round. Anyone failing to fight the current is eventually washed down into the sewers (Constitution check [DC 10] to avoid drowning, 2d4 points of damage from being smashed into rocks).

A. Landing Zone (EL 4)

A character entering the cavern through the Patrician Theater ends up here. Those falling from the 30 ft. ceiling take 3d6 points of falling damage. The surface of the cavern floor is solid rock covered by a thin layer of coarse stone. Stalactites dot the ceiling and the rush of water tumbling over a waterfall in the lake to the east drowns out most sounds (–5 penalty to all Listen checks). Lying about this area are several gnawed skeletons and an assortment of torn, bloodstained clothing and pouches (Search [DC 18]; 16 gp). These facts are difficult to notice at first as 2 blind crocodiles rush forward to attack the fresh meal that just dropped in.

Blind Crocodile (2): CR 2; 22 hp; blind crocodiles have the blindsight special ability, but are otherwise identical to the crocodile in the MM.

Combat Tactics: The crocs are hungry and simply attempt to grab one "meal" each before dragging it back into the pool. A long battle (more than 4 rounds) attracts the attention of the crocs on the island described below (Area B). The additional crocodiles arrive in an additional 3 rounds.

B. Island (EL 4)

Two large crocodiles claim this small island as their home. They have an assortment of bones and torn clothing in their nest containing a total of 19 gp (Search DC 18).

Blind Crocodile (2): CR 2; 22 hp; blind crocodiles have the blindsight special ability, but are otherwise identical to the crocodile in the MM.

C. Badl (EL 6)

Waiting on the sand are **2 badl**. The badl simply wait for the PCs to approach them. They have 5,600 sp stored in a cleft in the cavern wall behind them.

Badl (2): CR 4; hp 39; see the **Monster Appendix**.

D. Waterfall

At first, it appears that this is the end of the cavern, but as one gets closer it is easy to see that it extends back another 20 ft. Water flows down as if it is under pressure, this is an outlet for the used water from the hot springs feeding the Movert Bath in the city above. A collar of limestone is built up around the outlet, hanging out about 8 ft. and causing the water to spray down as a wide waterfall.

The outlet tube is another potential entrance to the cavern. Anyone unlucky enough to remove the safety grates for the Movert Bath and attempt to swim down the outlet tube must make a successful Swim check [DC 15] followed by a successful Constitution check [DC 10] to avoid almost instant drowning. Those lucky enough to avoid drowning still suffer 8d6 points of damage as they are brutally bounced off the limestone collar and cast into the pool. Those still alive then need to contend with the 2 crocodiles from Area B (above) and 1d4 crocodiles from Area E (below) that come to investigate (see these areas for statistics).

E. Crocodiles (EL 8)

This stretch of porous rock is a favorite of the crocodiles as it is kept warm by the warm water flowing beneath it underground. Usually 10 crocodiles can be found here. Although they are relaxed, they are quick to react to a nearby meal and move swiftly to attack.

Blind Crocodile (10): CR 2; hp 16, 17 [x3], 18, 20, 22 [x2], 25, 26; blind crocodiles have the blindsight special ability, but are otherwise identical to the crocodile in the MM.

F. Bones

Someone, at some time in the past, somehow made their way past the crocodiles and survived long enough to get this far. Human bones are intermingled with the bones of several crocodiles as well as a rusty iron helm, the ivory hilt of a short sword, and corroded coins worth a total of 6 gp (Search DC 15).

G. Badl (EL 8)

This room is the resting place for 4 badl. They are sitting on the floor entirely motionless if they are surprised, if they receive some warning of travelers they float near the ceiling and drop down on the PCs as they enter the room. In either case, the badl are certain to attack anyone impure enough to actually be here.

Badl (4): CR 4; hp 33, 36, 39, 41; see the **Monster Appendix**.

H. Flotsam

Various items are strewn about the room as if they were washed up in a large flood. Included in the contents of the room are a folding wood screen, small hand-woven rug, a set of corroded brass wind chimes, a battered oil lamp, a small stone statue, a thin, smooth wood rod (non-magical), and a bone scroll tube holding remnants of a piece of parchment. It is impossible to tell if these items were truly brought here by a flood or if they were arranged to look this way. Everything here is water-damaged.

A large amethyst (900 gp) is firmly lodged in the bottom of the scroll tube (Search DC 25), but nothing else in the room has any value.

I. Stones (EL5)

The normal gray-green color of the cavern walls is broken up by scattered spots of blood-red color. These spots are chunks of naturally occurring chalcedony. Approximately 1 gp worth of uncut gems can be dug out of the walls for every 5 minutes of digging with a hammer and spike. This drops off to 1 gp every 10 minutes after 4 hours. Using standard equipment 70+1d20 gp worth of raw gems can be obtained. Someone returning with professional mining equipment can locate a long vein of gems worth a total of 2,500 gp and requiring 3 weeks to excavate.

Before anyone can do any further exploration of the gems in this room, they must first deal with the **3 crocodiles** lairing here.

Blind Crocodiles (3): CR 2; hp 17, 25, 26; blind crocodiles have the blindsight special ability, but are otherwise identical to the crocodile in the MM.

J. Dancing Badl (EL8)

Those entering this small room come upon the sight of 5 badl floating through the air in a strange, hypnotic dance. Anyone failing a Will save (DC 16) is entranced, and stands staring at the dance to the exclusion of all other activities or conversation. Anyone making a successful save is able to act normally. The badl perform their dance for 3 rounds before attacking, unless attacked first. Anyone entranced at the time the badl attack reacts as if surprised.

Badl (5): CR 4; HD 6d12; hp 32, 33, 36, 39, 41; see the **Monster Appendix**.

K. Hidden Room

This room can only be entered through a 1 ft. wide crevice that is difficult to see in the natural stone of the cavern walls (Search [DC 16] or Spot [DC 18]). The passageway into the room is 15 ft. long and remains only 1 ft. wide until it opens into the room. Essentially, anyone entering this room is going to have to remove their packs and anyone larger than small size is going to have to remove their armor.

The time and effort to make it into the room are well worth it. A torch light or any other light source is reflected back by a thousand pinpricks of light. Those with the proper skills and knowledge instantly recognize the walls and ceiling are studded with sapphires, many of them large enough to be quite valuable. These uncut gems vary in size and shape, with several hundred (1d4x100) being worth mining. Only half of the gems worth mining are easy to reach without special equipment, the others are high up on the walls or along the cavern ceiling. It takes 2 minutes to carefully dig out a gem with a hammer and spike. Unfortunately, there is always a risk of shattering the gem into worthless shards. A successful Profession (miner), or Profession (gem cutter) check (DC 5) safely obtains a gem (a 1 on a d20 always fails). In this special circumstance, PCs without these skills can attempt to obtain a gem with a d20 check using only their Wisdom or Charisma modifier (DC 5, a 1 on a d20 always fails).

Sapphires recovered here vary in size and quality (10d100 gp) with a gem cutter able to multiply this value 5 fold with a successful Profession (gem cutter) check (DC 15, failure indicates gem is destroyed).

L. Badl (EL4)

A lone badl floats along the ceiling at the northwest limit of the room. It does nothing but float until it is either attacked or someone comes within 15 ft. of it, at which point it darts down to attack.

Badl: CR 4; HD 6d12; hp 39; see the **Monster Appendix**.

M. Apartment

The northeast corner of this almost square room is set up as a fairly comfortable living area, or once was. A rolled up cloak rests over a backpack leaning against the wall. Both cloak and backpack are soaked with moisture from the humid cavern and appear to be rotting. A **marble box** (box is worth 100 gp; unlocked; 27 gp, 32 sp, and an airtight tin holding 3 ounces of rare tea [30 sp]) sits on the ground beside the backpack and a pair of decaying leather boots and leggings.

The backpack itself holds several fishing hooks protected by oilcloth and a steel dagger that still survives because it was kept in a well-oiled scabbard. Everything else in the backpack is decaying. There is no sign of the previous inhabitant, but it is reasonably safe to assume that some of the lose bones strewn about the room include the missing occupant's remains.

N. Crocodiles (EL6)

This small niche is presently being used by **4 crocodiles** as they feast on a fifth. The crocs see no reason not to eat their own injured or elderly. These crocs are busy eating and do not attack the party unless provoked.

Blind Crocodiles (4): CR 2; hp 17, 19, 22, 25; blind crocodiles have the blindsight special ability, but are otherwise identical to the crocodile in the MM.

O. The Ledge (EL6)

There is a ledge along the river here that a group of **5 blind crocodiles** uses as a resting place. Generally content, they do not pass up the opportunity for a fresh meal. If the PCs approach within 30 ft. the crocodiles move to attack.

Blind Crocodiles (5): CR 2; hp 17, 18, 22, 24, 25; blind crocodiles have the blindsight special ability, but are otherwise identical to the crocodile in the MM.

CHAPTER TWENTY: THE SCHOOL OF ANCIENT KNOWLEDGE

The above-ground portion of the School of Ancient Knoweldge is detailed at area 85 in Part I: The City State. This chapter details the chambers beneath the school.

UNDERGROUND LEVEL 1

The first underground level of the School of Ancient Knowledge is divided into two parts, one is public and the other is both private and secret. The public section is devoted almost entirely to classrooms while the private section has quarters, storage areas, and meeting rooms used by the Preservers of Law.

A. HEADMASTER'S OFFICE (EL 14)

Contents of this 25 ft. square room represent a mixture of academia and luxury. A 15 ft. square oriental rug is centered against the back wall. The solid teak desk centered on the rug has a padded, leather-covered chair behind it and two stuffed leather chairs in front of it for visitors. The southwest corner has a matching bookshelf holding 35 books on various subjects, with a majority focused on music, music theory, and politics. The southeast corner is home to an **all-metal chest** constructed of brass and iron. The chest opens only with a key that **Headmaster Uabamah** wears on his belt. Inside, the chest is subdivided into two sections, one side, the school treasury, contains 1,551 gp and 9 gems (10d10 gp each), the other side belongs to the Preservers of Law and contains 2,467 gp and 18 gems (10d10 gp each). These amounts are merely symbolic because Ople would not hesitate to dip into the school treasury if necessary.

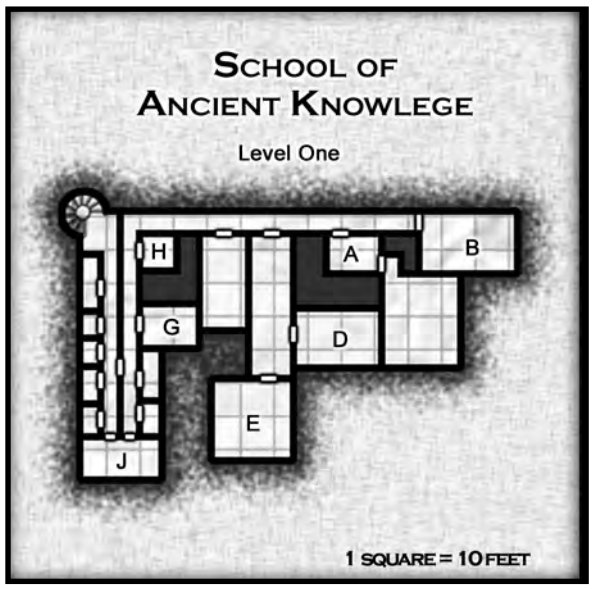
The desk itself has all the normal writing materials such as quill pens, an inkpot, a penknife, sealing wax and a seal, and a shaker of talc for blotting ink. In the single drawer are a straightedge, and account book, and a wax tablet with stylus that is covered with figures. Headmaster Uabamah is found in his office during most hours of the day, but is never here at night.

A cloak rack holding a dark brown traveling cloak and a lute stands near the door and there is a large slate board on the west side of the north wall. The top foot of the board is covered with 5 bars of music done in chalk with notes about 4 in. high. A white film over the music indicates the notes have been changed several times.

Metal Chest: 3 in. thick; Hardness 10; hp 90; Break (DC 28); Open Lock (DC 35). The lock is complex, but not trapped.

Headmaster Uabamah, male human Brd14: CR 14; hp 49; Perform (dance) +17, Perform (lyre) +17.

Description and Personality: Graying red hair, and a few light wrinkles make his handsome, almost delicate, features even more distinguished. Uabamah is easily recognized by the fist-sized birthmark on the outside of his right forearm. Although somewhat short, Uabamah is in extremely good physical shape, possessing a muscular frame that men 30 years younger often only hope for. Uabamah inherited his musical talent from his mother, and his squat, muscular build from his father who happened to be a slaughterhouse worker. When his mother died, he felt he had no reason to remain at home with a father and brother that did not like him, so he ran away and joined a troupe of traveling musicians. He learned



quickly and well and was able to support himself on his own within 10 years. Eventually, he got a job teaching music at the School of Ancient Knowledge. Uabamah is a good teacher, strict but concerned for his students, with a gift for passing knowledge onto others.

Uabamah firmly believes that the Overlord is an evil, despicable man that must be overthrown in order for the City State to thrive they way it rightfully should. As far as he is concerned, the Preservers of Law have the right idea, though he doesn't necessarily support the violent side of it, and he gives them his full support. Under no circumstances does Uabamah admit to any involvement of the School with any political faction (especially the Preservers of Law). If someone attempts to escape with information linking the School and the Preservers of Law he encourages their immediate "capture." Uabamah recognizes that if the Overlord ever discovers a link between the two, the school is certain to be completely dismantled.

Locations: Uabamah is found in his office (80%) or wandering the school classrooms and hallways (20%) during the day and usually in his private quarters at night (Underground Level 3, Area C).

B. Classroom

This room is similar to the classrooms on the first floor with respect to general shape and layout. The 35 ft. by 50 ft. room has six slate tables, a teacher's desk at the front of the room, and slate on the front wall. Books on the desk suggest ethics and philosophy are taught here.

C. Secret Meeting Room

This is the board room for the Preservers of Law. All of their important meetings are held here. The room can only be accessed through two secret entrances. The first enters from the back of Classroom D, it is opened by a secret lever hidden beneath a loose stone in the floor (Search DC 22). The second is through a small alcove in the rear of the Headmaster's office that is opened by pressing a stone trigger on one of the walls (Search DC 24).

The room is 50 ft. square and is almost entirely filled by three large tables set in the shape of a U with the open end facing north. The carefully waxed and polished mahogany tables are surrounded by 26 chairs. Copper pitchers for water and crystal glasses sit on velvet cushions to each side of the table. Meetings here are for the elite, inner circle of the Preservers of Law, which happens to include individuals used to luxury.

D. Classroom

Plaques displaying pressed flowers or plants line the walls and various examples of a taxidermist's art stand in a long row at the front of the room. A human skeleton complete with labeling tags on each bone stands in the northwest corner of the room. These decorations indicate that this classroom, which is similar in size and layout to all the others, is devoted to the Life Sciences. A secret door in the back of the room leads to the Secret Meeting Room (above) used by the Preservers of Law.

E. Classroom

This classroom is the Creative Writing classroom. Opposite the chalkbox in the front of the room, is a stack of 14 wax tablets and another 13 tablets rest on the desk. All the tablets are filled with writing which, if anyone takes the time to read them, turn out to be rather bad essays entitled, "Who is the Overlord?" Few of them are complimentary.

F. Classroom

Devoted to Reading and Grammar, the alphabet is written across the top of the slate board in front of the room. The front desk holds several simple reading books, a dictionary, and a book on sentence structure. Although not always necessary for life, the nobility look upon the ability to read and write properly with high esteem and frown on those with poor grammar. A secret door in the back corner of the room leads to Room G (Search DC 24).

G. Secret Storage Room

This well-stocked armory is stuffed almost to bursting with weapons and armor. The room is 25 ft. square with racks, bins, and shelves of armament. Aisles between the storage spaces are so narrow that only one person can walk in them at a time. Storage bins and racks along the north wall hold 11 light crossbows, 29 shortbows, 15 broadswords, and 47 longswords. The south wall is home to 3 halberds, 75 spears, and 22 daggers and racks on the west wall hold 10 heavy crossbows and 69 longbows.

Two racks and a row of bins stand in the middle of the room holding even more weapons including 43 short swords, 31 battle axes, 20 bastard swords, 8 greatswords,

15 sets of scale armor, 10 sets of chainmail, and 63 leather tunics. The bin space is predominantly taken up by arrows (6,100 in bundles of 100) and crossbow bolts (3,000 in bundles of 20) with the rest of the space devoted to stacked shields (73 small shields) and helms (38 great helms, 84 small helms).

This equipment is going to be used to arm a nucleus of men when the plan to overthrow the Overlord goes into action. The general population is expected to rally around these men to overthrow their harsh and evil ruler. The conspiracy is now a century old and has, so far, involved mostly talk and little planning. Despite this, preparations are nearly complete and the uprising could take place any time if a favorable opportunity presents itself. Ople calculates that two more years are required for everything to be completely ready.

A door in the west wall leads to a hallway and there is a secret door in the east wall leading out to Classroom F (Search DC 24)

H. Secret Door

This is the main entrance to the secret areas of this level. The well-hidden door (Search DC 26) rotates open in a counter-clockwise direction when a latch stone is pressed gently.

I. Hidden Quarters (EL11)

This short hallway is full of curtained off 25 ft. by 12 ft. rooms used as temporary hideouts by Preservers of Law in danger of arrest. Each room contains two beds, two chairs, and a single oil lamp. Arrangements are made to get the wanted Preserver out of the city within 2–3 days so there is rarely (5% chance) anyone here other than **Dubruk**. Dubruk has no wish to escape to the country and remains here in the hidden portions of the School of Ancient Knowledge doing what he can to protect the hidden domains and assist in preparations.

Dubruk, male half-elf Exp2/Clr9/Ftr1: CR 11; hp 61; Knowledge (history) +14, Knowledge (religion) +12.

Description: Dubruk resembles his human father, the Baron of Honeyborn, but has his elven mother's longevity. He is only 5 ft. 5 in. tall and heavyset. Despite his isolation over the past year his skin retains the dark complexion of someone that has spent a great deal of time outdoors. Although 72 years old, due to his half-elf heritage he is at his prime. He has dark hair and a thin fringe of beard both of which seem to shrink away from his bright green eyes.

Dubruk was born in the country where he learned about farming and hated every minute of it. As soon as he reached legal age he moved to the city and, in celebration of his "escape," tattooed a burning tree on his upper right arm. His first job was that of a carpenter but he soon discovered he was better at selling tools than using them. After several years of being a very successful merchant he joined the priesthood at the Temple of Harmakhis. His persistent studies over 28 years allowed him to rise far in the priesthood.

He came into contact with the Preservers of Law several years ago, and joined the conspiracy more for adventure than great belief in their mission. After overhearing 2 guards discussing his arrest he fled here. He has been in hiding for a year now, during this time he has trained as a fighter for the coming battles. Presently wanted by both the guards of the Overlord and the Temple of Harmakhis (for desertion), he remains hidden here until the Overlord can be overthrown and he can show his face in public again.

Combat Tactics: Anyone in this hallway that Dubruk does not immediately recognize is asked for the password of the day. He strikes up a conversation, if possible, and invites the PCs to look around in the different rooms. He does this in an effort to split up the party a bit so he can attempt to take out one person at a time. If a battle goes against him he flees for assistance.

J. Secret Classroom

While this room looks like the regular classrooms, it is much smaller at only 35 ft. by 25 ft. This room is used by the Preservers of Law for indoctrination. Benches with backs, similar to church pews, face the slate board on the front wall. Slogans painted on the side walls include statements such as, "The Overlord must pay for his crimes!" and "The Preservers of Law speak with the voice of the people.

Underground Level 2

This level is made up entirely of classrooms. Each classroom is 50 ft. long and 35 ft. wide with 6 ft. long slate tables. The front wall of each room is also slate-covered with a desk standing in front of it. A chalk box and erasing cloth sits in the front corner of each room.

A. Art Room

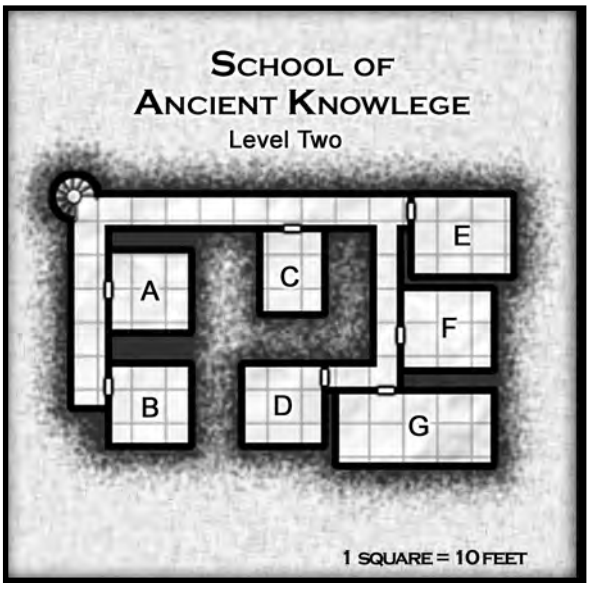
Statues stand in the front of the room and paintings hang along the walls. Tabletop easels stand on each table with palettes beside them. Other art supplies are stored in cabinets along the walls. The paintings in the room are examples of student art, and a clear indication that none of the present students is destined to become a famous artist.

B. Geology Room

The open text-scroll on the front dusk and abundance of mineral samples displayed throughout the room suggests it is dedicated to Geology instruction. One of the mineral samples is a gold nugget (Search [DC 22]; 5 gp).

C. Engineering Room

For many this is the most interesting room in the entire complex. All of the walls are covered with slate, which is, in turn, covered with drawings of bridges, forts, siege



engines, and calculations of load ratios and trajectories. The tables are covered with working models of siege engines, different castles, and even the fortifications of the Overlord's castle. Ammunition for the miniature catapults and ballista include small balls of wax or wood and tiny bolts the size of a toothpick. The siege engines do work, but with small ammunition and a range of about 5 ft. it is unlikely they could hurt anyone.

D. Weapons Room

Tapestries and drawings of men in combat and examples of several bladed weapons adorn the walls. This is not where actual weapons practice is undertaken, but is only where the study of the theory of weapons use is completed. The weapons represented, including a dagger, longsword, spear, and battle axe, are made of tin and soft wood and are completely useless for real fighting.

E. Economics Classroom

The only evidence of what this plain room is used for are the words, "Trade Balance and Productivity" stamped on the leather covering of a scroll on the front desk.

F. Foreign Languages

Approximately a dozen books are stacked in uneven piles on the desk in this room. Only half are written in languages commonly spoken in the area, the rest are foreign languages (determined by the Judge). The books include several dictionaries designed to assist translating one language into another.

G Art Studio

This is where students attempt to put what they have learned about art into practice. The 75 ft. by 35 ft. room has no desks or tables, just a few easels, clay sculptures, half finished paintings, and chiseled stone. Clay and stone fragments litter the floor, and the room smells of paint remover. Most of the artwork here is either bad or terrible, but a small amount (5%) is merely average.

Underground Level 3

The School of Ancient Knowledge requires that all students live on the premises, and they are not encouraged to leave before they complete their schooling. Still, only about 60% meet the graduation requirements, the others are just passed out without receiving any graduation certificates. Those that do complete the full training, and are considered "worthy," are initiated into the more secret segments of the educational opportunities offered here.

This floor is basically a dormitory. Almost all of the students live here along with the few faculty members that live on this floor to help keep the high-spirited students under control.

A. Student's Rooms

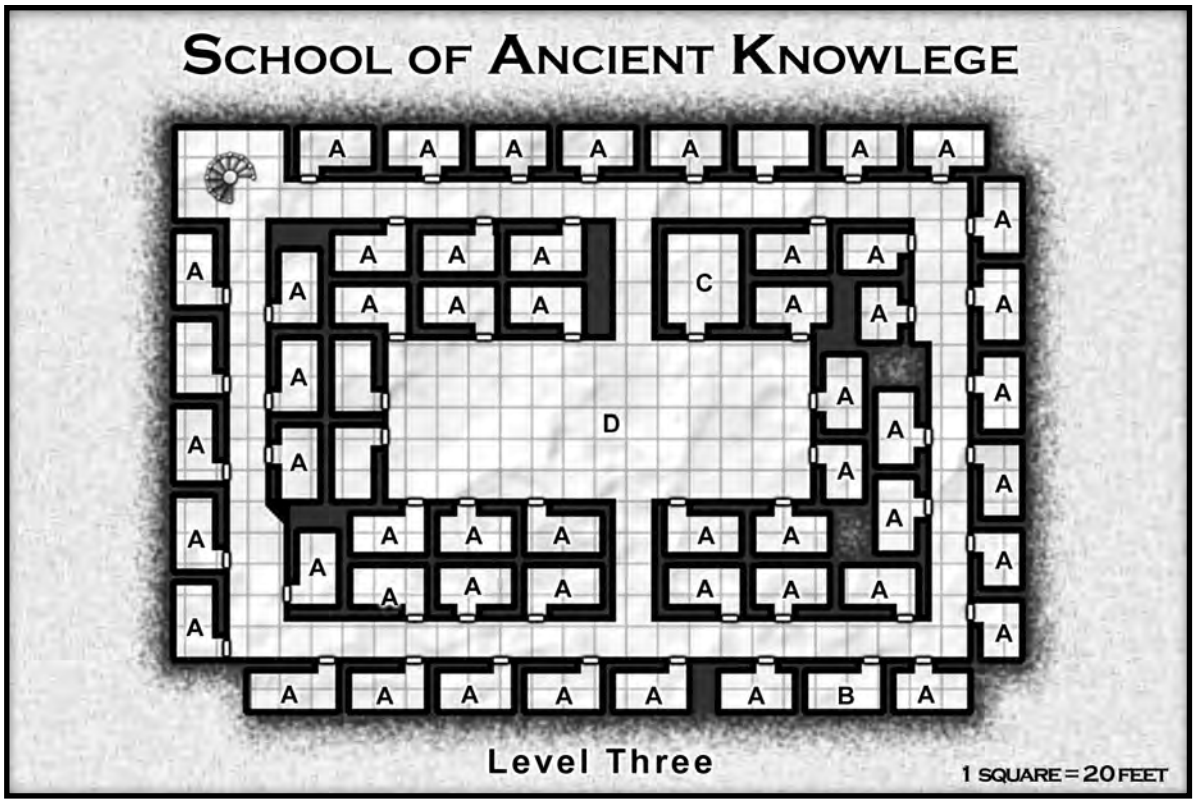
With the exception of small details such as personal effects, all of these rooms are identical. Each room is 25 ft. long and 12 ft. wide with two sets of bunk beds on each side of the room and 4 wardrobes. Personal effects include 1d4+1 randomly chosen textbooks, instruments, inexpensive jewelry items (1d6 gp), 1d10 sp, and inexpensive clothing. Although virtually all students here are either noble-born or from merchant families with enough coin for tuition, expensive personal effects, costly clothing, or large amounts of money are prohibited. All of the rooms house 4 students each with a chance (10%) that a fifth bed has been wedged into the room for an additional student.

B. Teacher's Rooms

While these rooms are the same size as the student rooms, each holds only one teacher and holds only one bed, wardrobe, desk, and set of bookshelves. Each room also holds 10+2d4 books spanning various subjects, 1d6 gp, and the same types of personal effects as student rooms.

C. Headmaster's Room

Traditionally, the Headmaster lives with the students in order to keep in touch with their needs and problems. It doesn't always work out this way, but the Headmaster does live here. The 25 ft. square room has a single door in the south wall, and no other exits. The floor is covered by a colorful, though somewhat worn, rug. One corner holds a stuffed leather chair beside a table supporting a large oil lamp. A smaller oil lamp rests on a nightstand near the large but simple bed centered against the north wall. A large harp and a small stool squat at the foot of the bed, while a wardrobe holding simple robes and sandals leans against the



north wall. Anyone going through the clothes in the wardrobe finds some comfortable traveling clothes and a brightly colored traveling cloak behind the plain robes (Search DC 10).

The center of the west wall is home to a neat, organized desk. Parchment is stacked neatly in one corner and specially carved depressions in the desk hold ink bottles, quills, talc shakers, and the like. A drawer in the desk holds additional quills, blotters, additional ink, and a plain gold ring (5 gp). A bookcase beside the desk holds 30 books about music, music theory, songs, teaching, public speaking, and parchments of written sheet music, some clearly being works in progress. A **chest** in the northwest corner of the room contains more traveling clothes, once brightly colored but now somewhat faded, a small traveling harp, an ornate mandolin, a pair of sturdy hiking boots, and a bag holding 90 gp.

Headmaster Uabamah is strict, but concerned for his students, and very well-liked in his present role. He often plays music and sings for the students in the common room (see below) and is usually only found in his room late at night or early in the morning. When he is here any knock at the door is met with a simple, "Please come in." (See Underground Level 1, Area A, Headmaster's Office, for statistics).

D. Common Area

This is a recreation area for the students. Recreation time generally begins after the evening meal and lasts until students trail off to bed. There is no set bedtime, but students do know they are expected to be awake and ready for the morning meal and their classes. The large room is filled with couches, tables, cards, chessboards, and a wide variety of games. Impromptu concerts by musically gifted students occur almost every night and **Headmaster Uabamah** usually joins in at least once a week. Uabamah enjoys singing, and almost never runs out of songs his students have never heard before. Such sessions usually end with Uabamah strumming softly while the students drift off to bed. He always appears more refreshed after such sessions than he does after a full night's sleep.

Underground Level 4

This level is devoted entirely to the Preservers of Law. It includes the quarters of the nucleus of the conspiracy along with training rooms and equipment storage. Those staying down here are the inner circle, they recognize all members of the Preservers of Law and attack non-members on this level on sight while raising a cry for assistance.

A. Guard Quarters (EL varies)

These 25ft. rooms hold 4 of Ople's personal body guards and are planned to act as subunit leaders when the planned uprising occurs. The rooms have a bed and wardrobe in each corner as well as a footlocker for personal effects beneath each bed. Each guard has 1d100 gp in coinage and 3d100 gp worth of personal effects. All of these guards are highly trained with 1d4+1 levels of fighter and a chance of having additional training in other areas (30%, +1d4 Rog; 20%, +1d2 Clr). Alignments and backgrounds differ, but all of these individuals are united by a hatred for the Overlord and his rule.

B. Lieutenant's Quarters (EL12)

Men stationed in these rooms are expected to direct the fighting when the uprising occurs. Each large room appears rather stark swallowing a small bed, wardrobe, and footlocker with its size. The lieutenants are powerful warriors, and strong leaders, each with their own reason for desiring the Overlord's fall. In addition to personal effects, the locked footlockers contain 100+10d10 gp. The three rooms belong to the following three men;

Lieutenant Kwooj, male human Ftr7: CR 7; SZ M; HD 7d10+7; hp 45; Init +5; Spd 30 ft.; AC 13 (+1 Dex, +2 leather), touch 11, flat-footed 12; BAB/Grap +7/+10; Atk +13 melee (1d6+7, *+2 short sword*, 17–20/x2); Full Atk +13/+8 melee (1d6+7, *+2 short sword*, 17–20/x2); AL NG; SV Fort +6, Ref +3, Will +2; Str 17, Dex 12, Con 13, Int 11, Wis 10, Cha 12.

Skills: Climb +13, Jump +13, Swim +13. *Feats:* Cleave, Endurance, Great Cleave, Improved Critical (short sword), Improved Initiative, Power Attack, Weapon Focus (short sword), Weapon Specialization (short sword).

Possessions: Leather armor, *+2 short sword*.

Lieutenant Ecozyk, male human Pal5: CR 5; SZ M; HD 5d10+5; hp 33; Init +1; Spd 30 ft.; AC 18 (+1 Dex, +4 chain shirt, *+3 shield*), touch 11, flat-footed 17; BAB/Grap +5/+8; Atk +9 melee (1d8+4, longsword, 19–20/x2); Full Atk +9 melee (1d8+4, longsword, 19–20/x2); SA smite evil (2/day, +1 attack, +5 damage), turn undead (4/day); SQ aura of courage, aura of good, detect evil, divine health, divine grace (+1 on saves), lay on hands (5 hp/day), special mount; AL LG; SV Fort +6, Ref +2, Will +2; Str 16, Dex 12, Con 13, Int 10, Wis 11, Cha 13.

Skills: Heal +8, Knowledge (religion) +8, Profession (soldier) +8. *Feats:* Cleave, Power Attack, Weapon Focus (longsword).

Possessions: chain shirt, *+2 light steel shield, +1 longsword.*

Lieutenant Gisyd, male human Ftr10: CR 10; SZ M; HD 10d10+10; hp 65; Init +1; Spd 30 ft.; AC 17 (+1 Dex, +6 *chain shirt*), touch 11, flat-footed 16; BAB/Grap +10/+13; Atk +17 melee (1d8+9, *+2 flail*); Full Atk +17/+12 melee (1d8+9, *+2 flail*); AL LG; SV Fort +8, Ref +4, Will +3; Str 16, Dex 13, Con 13, Int 10, Wis 11, Cha 10.

Skills: Climb +14, Intimidate +13, Jump +14, Listen +2, Spot +2. *Feats:* Alertness, Cleave, Dodge, Endurance, Great Cleave, Greater Weapon Focus (flail), Greater Weapon Specialization (flail), Improved Bull Rush, Power Attack, Weapon Focus (flail), Weapon Specialization (flail).

Possessions: +2 chain shirt, +2 flail.

C. Equipment Room

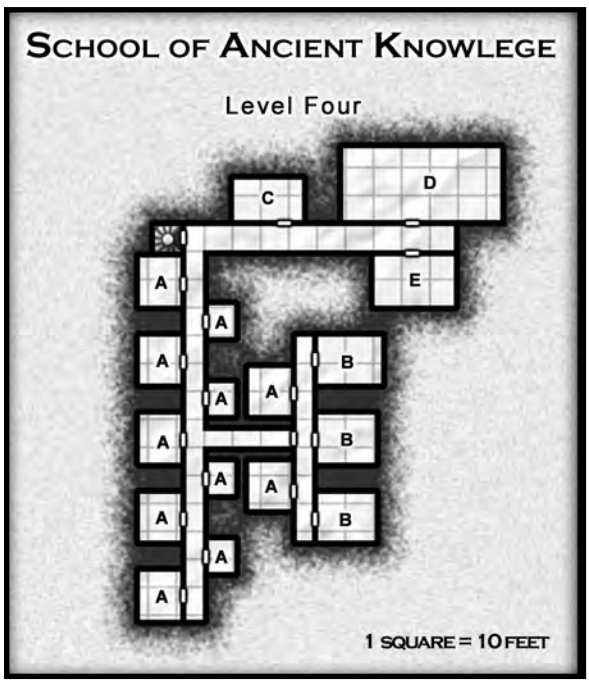
Everyone quartered in this area is expected to remain in top physical condition, and to have weapons practice every day. Weapons and armor provided by the Preservers of Law are stored in this 25 ft. by 50 ft. room. Racks and shelves line the walls and large bins stand in the center of the room. The list of weapons includes 37 daggers, 44 battle axes, 62 longswords, 61 spears, 25 broadswords, 44 longbows, and 22 composite longbows. Armor, which is not used in practice, includes 44 chainmail shirts, 72 helms, and 47 large shields. Bins in the center of the room hold 2,363 arrows in bundles of 100. About 90% of the weapons are marked "reserve" and are not used for practice. Those quartered here have their first choice of the reserved weapons when the time for battle arrives, the rest to be distributed to others.

D. Practice Room (EL varies)

This is the practice room where equipment from the room above is actually used. The room is 50 ft. wide and 100 ft. long and has a 15 ft. ceiling. It is almost completely empty; there are only a few man-shaped targets painted on the walls, an archery target on the east wall, and a rather large sand bag hanging on a rope at the east end of the room. The bag is swung back and forth to provide a moving target for archers. There is a 70% chance that at least **2d6 guards** (see Area A above) are training here at any time during the day, and a 30% chance at night.

E. Ople's Quarters (EL14)

Ople is the leader of the Preservers of Law. As one might expect, his quarters are rather opulent. The room itself is 40 ft. by 50 ft. and has a 15 ft. high ceiling. A large, four-poster bed with white wool curtains stands in the southeast corner of the room. A small bookstand beside the bed supports a small silver lamp (20 gp). A large wardrobe holding 10 fancy suits, 10 plainer suits, and a suit of chainmail stands near the center of the east wall. A shelf at the top of the wardrobe holds an iron helm as well as several nice hats and small shield and a *+2 longsword* hang on hooks inside.



An overstuffed chair and large bookshelf occupy the northeast corner. The bookshelf holds 30 books, 16 are adventure fiction, 5 on military strategies, 3 on siege engineering, 2 on anatomy, and 2 on political theory.

A desk near the northwest corner of the room holds a silver snuff box (85 gp), a talc shaker, an electrum penknife (12 gp), and a silver seal with a shark, the symbol of the conspiracy, on it (50 gp, of course, it might be worth much more to the Overlord if the bearer could tell where it was found). In a drawer on the right side of the desk are four quills, 7 sticks of red wax, an inkwell with a lid, and a pile of 77 blank sheets of 8 in. square parchment. Finally, there is a 5 ft. square table about 10 ft. from the southwest corner with four chairs around it and a lamp sitting on it.

Ople, male human Rog6/Asn8: CR 14; SZ M; HD 6d6+6 plus 8d6+8; hp 63; Init +2; Spd 30 ft.; AC 17 (+2 Dex, +5 leather), touch 12, flat-footed 15; BAB/Grap +10/+5; Atk +14 melee (1d4+4, +*3 dagger*, 19–20/x2); Full Atk +14/+9 melee (1d4+4, +*3 dagger*, 19–20/x2); SA sneak attack (+7d6), death attack; SQ trapfinding, evasion, trap sense (+2), uncanny dodge, +4 save vs. poison; AL NE; SV Fort +5, Ref +11, Will +5; Str 13, Dex 15, Con 12, Int 13, Wis 13, Cha 12.

Skills: Balance +11, Climb +5, Diplomacy +9, Disguise +9, Gather Information +98, Hide +11, Intimidate +9, Move Silently +14, Read Lips +9, Search +6, Sense Motive +7, Sleight of Hand +6, Spot +6. *Feats:* Alertness, Greater Weapon Focus (dagger), Power Attack, Skill Focus (Move Silently), Weapon Focus (dagger).

Possessions: +3 leather armor, +3 dagger, 3 doses of black wyvern poison, 2 doses of blood root poison.

Assassin Spells Prepared (3/1/1; save DC 11 + spell level): 1st—*change self, detect poison, obscuring mist*; 2nd—*darkness*; 3rd—*misdirection*.

Description and Personality: Ople grew up housed at the School of Ancient Knowledge because his father had inherited leadership the Preservers of Law from his own father. Ople's mother died giving birth to him and, due to the nature of the school and training taking place, was raised without the presence of any women. A chauvinistic attitude is now ingrained in Ople's character. He views women as some sort of weird cross between cattle and demons, and believes that none of them can be trusted. At age 15 he sneaked out of the School and apprenticed himself to a tailor for several years. He learned to tolerate the presence of women, though he still considers them untrustworthy, and became quite prosperous.

One day he received word that his older brother, who had assumed leadership of the Preservers of Law after the death of their father, had been killed and that he was expected to return to the School of Ancient Knowledge and lead the cause. He did indeed return and take up the reins of leadership, though not with the same ideals as his predecessors. He seeks to overthrow the Overlord to obtain more power for himself. Meanwhile, he revels in the power he already commands, knowing that people are completely willing to die carrying out his orders. He has led the Preservers for over 6 years now and is a skilled, charismatic leader as well as a deadly assassin.

Ople is relatively short, standing only 4 ft. 8 in. tall, but he is muscular, swift, and quite deadly with a dagger. He has deep black hair, green eyes, and pale skin due to being underground all these years. Now 37 years old, Ople believes his plans are close to fulfillment and that the Preservers should be able to overthrow the Overlord in approximately 2 years, possibly even sooner if an opportunity arises.

Locations: Ople is almost always found in this room unless he is training with some of his soldiers and guards (Area D, above, 30% chance)

Underground Level 5

This level is used by both the school and the conspirators. The school uses it for safety, and the Preservers of Law use it to be near the facilities of the school.

A. Library

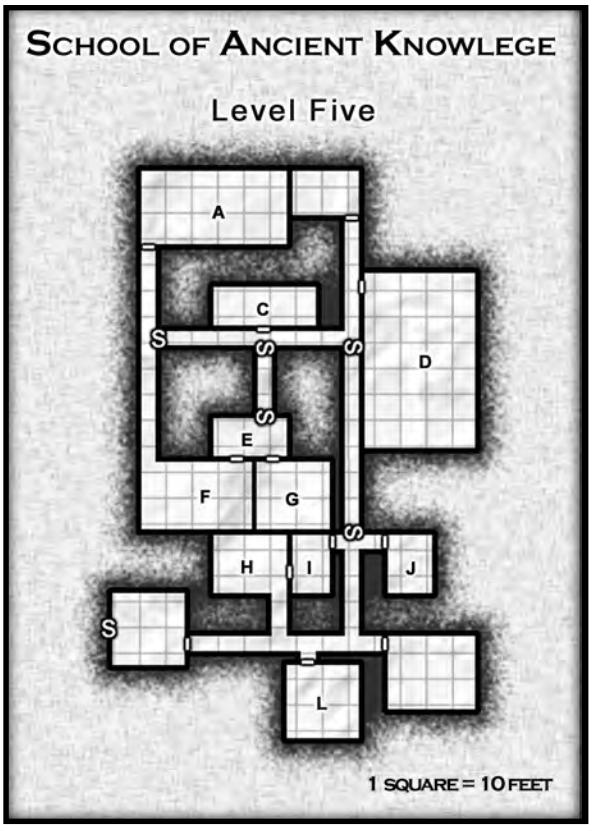
Those few individuals that have access to this room are able to tap into one the greatest collections of knowledge in the known world. The 50 ft. by 100 ft. room is lined with bookshelves, and sick long shelves run the length of the room. Said shelves support over 25,000 books, scrolls, and tablets on every conceivable subject and are written in a multitude of languages. Some of these texts are thousands of years old and written in languages long ago forgotten while others are copies of ancient texts.

Admittance to the library is limited to the faculty of the school and even then only when it is necessary. Access is controlled by **Eqush** (see Area I, Sage's Room, below), a sage working for the preservers, and the **school librarian** (Wiz10) who attack interlopers on sight. The strict control results in only sketchy knowledge of the library on the outside world, and the loss of much forgotten knowledge, ancient scientific discoveries, and historical events that would astound the sages.

A secret door in the north corner of the east wall (Search DC 22) is operated by a latch hidden behind a panel. Pulling the latch causes an entire section of bookshelf to slid outward allowing access to the secret library (below)

B. Secret Library

For all practical purposes, this room is a smaller version of the library described above. It is 25 ft. by 50 ft. and lined with shelves, with an additional 4 rows of shelves running the length of the room. Over 8,000 books, scrolls, and tablets are stored here, and none of them are less than 500 years old. There is one tablet that is nearly 6,000 years old that is written in a forgotten language. A 1,000 year old translation stored beside it reveals that it is the record of a military campaign. Even the translation is difficult to understand as it describes "flying castles," "brazen, fire-breathing elephants," and other fantastic things suggesting the translation is either inaccurate, or the world has changed a great deal over the millennia.



C. Meeting Room

Based on design alone, this room looks very much like the sanctuary of a church. Ten rows of 15 ft. long wooden benches flank either side of a 5 ft. wide center aisle as the march down the length of the 75 ft. long room. The very front of the room, running across the entire 50 ft. width, is a large platform and a podium.

The similarity to a temple is rather fitting, as many of the Preservers of Law consider the overthrow of the Overlord a sacred goal. The wall behind the platform is decorated with a mural depicting the first Earl of Wolfkell, the originator of the Preservers of Law, leading the people in an attack against a group of people dressed in the livery worn by the servants of the Overlord in that day. While no god would react to the desecration of this room, the Preservers of Law react the same as outraged believers. One might say that the god of this temple is their ideal of Liberty.

D. Holding and Interrogation Room

This rather euphemistic name indicates the area used for torturing prisoners and depriving them of their liberty, two practices common to guerrilla factions seeking freedom and human decency. Indeed, few entering this area are ever seen alive again beyond its confines.

The only entrance to the area leads directly to the interrogation room which is more fully equipped than the one in the City Jail and probably nearly as well-equipped as the interrogation room of the Black Lotus, although no one alive has ever seen both rooms. Beyond the interrogation rooms are 64 cells 10 ft. square, each with a set of manacles on the back wall and a waste bucket lying on the floor.

The interrogators who work here are enthusiastic and, though experienced and fairly talented at their work, rather bloodthirsty. As a result, their questioning generally results in plenty of screaming and mangled corpses, but not a lot of information.

E. Chemical Storage

This large room serves as a store room for the alchemy lab next door. It contains racks and racks of small jars and bottles. All of these are labeled but the names are written in an ancient language. Some of the contents are identified as bird legs, sows' ears, peach pits, or some equally bizarre item. Most, however, are simply powders, leaves, or liquids unidentifiable to anyone without a successful Alchemy check (DC 18 per item).

A **secret door** (Search DC 22) located near the center of the north wall swings west if a latch stone to the east is slid to the side.

F. Alchemy Lab

Large stone benches surrounded by tall stools fill this 50 ft. by 75 ft. room. Areas beneath the benches are hollow and partitioned off with wood panels. Most of these partitioned areas are filled with glass flasks, tubes, and various other alchemical items. Bench tops are also covered sparsely with such things. A trough cut in the center of each bench leads down to a hole in the floor. These drains eventually lead to the Conqueror's River.

The north wall has a bench holding more of the small jars seen in the storage room (Room E, above) as well as measuring apparatuses and more alchemical glassware. Wax tablets cover a desk set against the east wall. The stacks of tablets surround a single book illustrating and describing the uses of various plants and animals in alchemical formulations. Unfortunately, the book is written in an ancient foreign language and of little use to the PCs.

There is a **secret door** (Search DC 25) in the southeast corner of the room. It only opens when the magical words "Thav Lief" are pronounced. Only sages of the Preservers of Law know these words, but they are burned into the back of the wood amulets they wear at all times.

G. Alchemy Classroom

While it is a different size than other classrooms, at 50 ft. square, it is still obviously a classroom. Rows of cabinets run along all of the outside walls, save the west wall. Atop the cabinets are examples of preserved animals and dried plants, with more samples stored within the cabinets. Most of the front wall is covered with slate, as are the tables. An alchemy textbook rests on the desk in the front of the room. One of the cabinets contains the school's

collection of alchemy textbooks, which, unlike those in the Level 1 Storage Room, contain formulas and information necessary for completing alchemical experiments.

H. Secret Laboratory

Operated by the Preservers of Law, or, more specifically, by a sage working under their auspices, this lab is instantly recognizable as a research lab rather than a learning laboratory. Equipment here is all of the highest quality, and much of it is difficult for any other than the most learned to even recognize.

The 50 ft. square room appears to be divided into different areas, each with its own set of complicated equipment. Evidently, each grouping is devoted to some kind of research not closely related to the others. A small bench on the north wall holds a scattering of small specimen containers so commonly seen in the public lab and storage room.

If the PCs spend more than 20 minutes in this room they are discovered by **Eqush**, the sage who runs the laboratory (See Room I below). Any loud battle or conversation draws the attention of **Wangi** (see Room J below) who arrives within 3+1d4 rounds.

I. Sage's Room (EL10)

These quarters belong to **Eqush**, the sage who operates the Laboratory (above) and has access to the Library. At 50 ft. by 25 ft. it is rather larger for a bedroom, but, in this case, it is quite fortunate because the great size allows separation of the sleeping and living areas. Eqush has his bed in the southwest corner of the room. The bed is large enough to allow Eqush to collapse on it when he is too tired to continue working without disturbing the scroll and the three specimen bottles that lie at its foot. A large stand beside the bed holds an oil lamp, several specimen jars, and a plate of cold, greasy stew with a spoon in it.

Further along the south wall stands a large wardrobe. Inside it seems almost hollow, holding only two dark robes, but the remains of a third robe hang from one of the doors. The third robe appears to have been eaten by some sort of chemical spill. An unlocked trunk holding a travel-stained cloak, pair of boots, a backpack, and an apron with a granular yellow powder stands in the southwest corner.

Although the sleeping area seems untidy, the northern portion of the room is a positive mess. Furnishings consist of a 5 ft. by 10 ft. table, a desk, a bench along the north wall, and a bookshelf on the east wall. All of the furniture, and some parts of the floor, are covered with scrolls, tomes, specimen bottles, alchemy equipment, wax tablets, and scraps of parchment containing fragmentary notes and equations. Many of the items show signs of having something hot, or acidic dropped on them, and some are outright burned. Others have notes scribbled on top of notes, creating a mess of scratches that is virtually unintelligible.

Eqush, male human Wiz10: CR 10; SZ M; HD 10d4+10; hp 37; Init +5; Spd 30 ft.; AC 16 (+1 Dex, *ring +3*, *amulet +2*), touch 11, flat-footed 15; BAB/Grap +5/+5; Atk +5 melee (1d6, quarterstaff); Full Atk +5 melee (1d6, quarterstaff); SA spells; SQ summon familiar; AL CG; SV Fort +4, Ref +4, Will +8; Str 10, Dex 13, Con 13, Int 15, Wis 12, Cha 10.

Skills: Concentration +14, Craft (alchemy) +15, Decipher Script +15, Knowledge (arcana) +15, Listen +3, Spellcraft +15, Spot +3. *Feats:* Alertness, Improved Initiative, Empower Spell, Greater Spell Penetration, Heighten Spell, Spell Penetration, Scribe Scroll, Widen Spell.

Possessions: Potion of cure moderate wounds, scroll of 2 arcane spells (fireball, lightning bolt), scroll of 3 arcane spells (teleport, fire trap, hold monster), wand of lightning bolt (22 charges), *ring of protection +3, amulet of natural armor +2,* spellbook, wood amulet (symbol of the Preservers of Law and the words "Thav Lief" burned into the back).

Arcane Spells Prepared (4/5/5/3/3/2; save DC 12 + spell level): 0—*arcane mark, detect poison, detect magic, read magic;* 1st—*alarm, burning hands, grease, mage armor, sleep;* 2nd—*arcane lock, fog cloud, ghoul touch, touch of idiocy, web;* 3rd—*dispel magic, hold person, major image;* 4th—*bestow curse, stoneskin, wall of ice;* 5th—*wall of force, wave of fatigue.*

Description and Personality: Eqush is small and thin, standing only 4 ft. 5 in. and weighing only 93 pounds. This is due to his fear of poison, if a meal comes near a dangerous substance he has been working with he simply won't eat it. Erratic eating habits, and his continual lack of sleep, leave him looking far older than his mere 46 years. His long, shaggy hair has only a few streaks of the original black coloring and has beard is snow white. Deep wrinkles surround his brown eyes and his hands are wizened from lack of food.

Eqush was apprenticed to a sage whose, logic, stern teaching, and vast library helped Eqush progress rapidly until he was soon working on his own. Although in basic agreement with the ideals of the Preservers of Law, he is more drawn by the fact that they are willing to underwrite his research. Defense of the Preservers of Law means defense of his own research programs, something he takes quite seriously.

Combat Tactics: Eqush does not expect anyone in either his room or laboratory that he doesn't already know. Intruders are ordered to leave, if they refuse or attack, he uses his spells to the best of his ability. Unfortunately, he is afraid of damaging his own research, if a battle goes against him he flees for help rather than releasing more powerful spells that could destroy his work.

J. Wizard's Room (EL9)

Like the room above, this room is 50 ft. by 25 ft. The northern half is filled by a magic circle with symbols and words painted on the walls around it. The east side holds a wooden bookstand with a book of magic on it while the west wall has a bookshelf with 28 books on it. Most of the books are about subjects related to magic but there are 8 books on magic and specialized magical techniques (the Judge can use

these to introduce new meta-magic feats into their game) and 1 book containing magical spells (chosen by the Judge).

A bed with a small table beside it seem dwarfed in the emptiness of the southwest corner. A **locked trunk** at the foot of the bed contains a *+2 large shield* and a *+2 spear* that appear mundane unless studied with the aid of a *detect magic* spell. The center of the south wall is home to a wardrobe containing a pair of sandals, a pair of brand-new looking boots, and a well-used traveling cloak. A cabinet beside the wardrobe holds an array of spell components.

Wangi, male human Ftr4/Wiz5: CR 9; SZ M; HD 4d10+4 plus 5d4+5; hp 44; Init +5; Spd 30 ft.; AC 15 (+1 Dex, +4 *leather*), touch 11, flat-footed 14; BAB/Grap +6/+8; Atk +12 melee (1d8+7, *+2 longsword*, 19–20/x2); Full Atk +12/+7 melee (1d8+7, *+2 longsword*, 19–20/x2); SA spells; SQ summon familiar; AL NG; SV Fort +6, Ref +3, Will +5; Str 16, Dex 13, Con 12, Int 13, Wis 11, Cha 10.

Skills: Climb +10, Concentration +9, Intimidate +7, Jump +10, Knowledge (arcana) +9, Listen +2, Spellcraft +9, Spot +2. *Feats:* Alertness, Cleave, Empower Spell, Improved Initiative, Power Attack, Scribe Scroll, Weapon Focus (longsword), Weapon Specialization (longsword), Widen Spell.

Possessions: +2 leather, +2 longsword, arcane scroll of 3 spells (bull's strength, charm person, wall of ice), spellbook, wooden amulet (symbol of Preservers of Law and the words "Thav Lief" on it).

Arcane Spells Prepared (4/4/2/1; save DC 11 + spell level): 0—*acid splash, arcane mark, detect magic, read magic;* 1st—*cause fear, charm person, hypnotism, sleep*; 2nd—*blindness/deafness, bull's strength;* 3rd—*lightning bolt*.

Description and Personality: Wangi is distinctive due to his olive skin and jet black hair and beard as well as his light blue eyes. Born to a distant tribe to the south, blue eyes were rare so he was looked upon by the tribesman as some sort of freak. One of his eyes is now a poorly made glass replica which is surrounded by scars, giving him an even odder appearance. Despite his average height and build, his face tends to be looked upon poorly by those around him. Only the Preservers of Law ignore his deformity, partly because they are willing to accept anyone they can use, which is what eventually drew him into the organization.

Wangi was initially trained as a fighter by his father, but after losing an eye in a battle with an ogre, and a variety of strange and unusual circumstances, he became apprenticed to a powerful wizard. He now uses his skills both in the **laboratory** (above) and in the **rat room** (below)

K. Rat Room (EL varies)

The smell of caged animals, straw, urine, and feces is almost overwhelming for any normal individual entering this room. Wangi and Eqush are working on a long-term project with the aim of creating an intelligent form of rat that is willing and able to follow orders. What they have created are the "**ongki**," which means "six legs" in the language of Wangi's homeland. A careful program of feeding, and breeding, combined with a little magic created creatures about twice as intelligent as normal rats and gave them a pair of arms with prehensile digits. Alas, so far the creatures are not very willing to take orders and all efforts to get them to use weapons have failed.

This room is 50 ft. square and has rows of cages stacked two high on both the north and south walls (24 cages each) with two double rows going through the center of the room (40 cages in each double row). These cages are 5 ft. square and 2 1/2 ft. tall and generally hold **3 ongki** each. The west wall is taken up by 28 smaller cages used as breeding cages. Each of these smaller cages holds a male and female together, a pregnant female, or a female with young. With over 300 caged ongki here, even Wangi and Eqush are uncertain of the true number of animals living here.

A secret door (Search DC 25) on the west wall of the room leads to the tunnels and sewers beneath the City State. This is the secret entrance the Preservers of Law use to obtain access to the School of Ancient Knowledge. It is rather unfortunate that this room was chosen as the rat room as, once in a while, an ongki escapes its cage and manages to get through the secret door and into the sewers. The ongki now common in the sewers are creatures that escaped from this room and bred prolifically.

L. Recreation Room

Originally intended as a dayroom for Eqush and Wangi, this 50 ft. square room is well-furnished and apparently unused. A layer of dust coats the fine furniture, chairs, and rugs and the fire laid in the fireplace hasn't been lit in quite some time. A bookcase on the east wall holds only fiction stories of romance, adventure, and mystery while the center of the room holds a 4 ft. square table with a large chess set made of ebony and ivory (250 gp). A cabinet on the north wall holds games such as checkers, mah-jong, and other such games. All of the game pieces are made of semi-precious stone or gems and are generally quite valuable (10d100 gp total).

M. Feed Room

This is the room where the special diet for the ongki is prepared. Special additives in the form of herbs and powders with various magical properties are added to the basic diet which is simply 2 parts coarse ground grain to one part water and one part ground meat. Water is easy to obtain, and ground grain is delivered in sacks, 32 sacks of grain presently line the west wall. Meat, on the other hand, is ground here. Usually this is a sheep or calf carcass, but if a prisoner, or an ongki dies it becomes part of the special diet as well.

Eqush refuses to have anything to do with the grinding of uncooked meat, so Wangi does the job. Wangi, though, does not approve of grinding up human bodies, so, when necessary, the jailors take care of this chore. Wangi does not ask questions if he discovers freshly ground meat here, nor does he come too close if he comes upon someone grinding something. Privately he knows what the ongki are being fed and feels that this has a bearing on whey the ongki are so difficult to train. His superiors refuse to listen to his explanations of this, so he has ceased trying.

APPENDIX ONE: IMPORTANT NPCS OF THE CITY STATE

Due to space constraints, it is impossible to fully detail all of the important personalities of the City State. It is easier for the Judge to detail NPCs in accordance with their view of the City State and how it fits into their game world. At the same time, there are a few distinct NPCs that are important to the City State. The first, of course, is the **Overlord** himself. The next is his main cohort and body guard, **Aichillitl**, a mind flayer with unusual skills and abilities that is unusually loyal to the Overlord. The third and final major NPC is **Balnarga**, the Grand Vizier of the City State.

It is highly unlikely that the PCs ever meet or deal with any of these NPCs, but they are so well known that the PCs are certain to hear about them. The City State is unconcerned about adventurers, or any other "unimportant" individuals, so long as they do not cause problems for trade, or other problems in the City State. Generally, NPCs of the City State are out to help themselves or their friends, the PCs are going to mean virtually nothing to them, unless they get in the way. These statistics are provided purely for the Judge's interest.

His Most Terrible Majesty, the Invincible Overlord, Hygelak XI, the Dread Klipmaran Noble, male human (Tharbrian) Ftr20: CR 20; SZ M; HD 20d10+100; hp 240; Init +7; Spd 30 ft.; AC 26 (+3 Dex, bracers +8, ring +5), touch 18, flat-footed 23; BAB/Grap +20/+27; Atk +32 melee (1d8+14, *+3 unholy vorpal longsword*, 17–20/x2); Full Atk +32/+27/+22/+17 melee (1d8+14, *+3 unholy vorpal longsword*, 17–20/x2); SQ immunity to psionics; AL LE; SV Fort +17, Ref +9, Will +11; Str 24, Dex 16, Con 20, Int 16, Wis 16, Cha 21; SL 19.

Skills: Climb +12, Diplomacy +18, Handle Animal +25, Intimidate +28, Listen +10, Ride +23, Spot +10, Swim +23. *Feats:* Blind-Fight, Cleave, Diehard, Endurance, Great Cleave, Greater Weapon Focus (longsword), Greater Weapon Specialization (longsword), Improved Bull Rush, Improved Critical (longsword), Improved Initiative, Improved Sunder, Iron Will, Leadership, Mounted Combat, Power Attack, Ride-By Attack, Spirited Charge, Weapon Focus (longsword), Weapon Specialization (longsword).

Possessions: Bracers of armor +8, *ring of protection* +5, *rod of rulership*, +3 *unholy vorpal longsword*, 4 *potions of cure moderate wounds*, *ring of regeneration*, *crown of telepathy* (functions as *helm of telepathy*), *necklace of fireballs* (Type IV), *robe of scintillating colors*.

Description and Personality: Now a man in his early 40's, a bit of silver touches the sides of the Overlord's dark hair. He maintains a clean-shaven appearance so as to better display the firm line of his jaw, and his overly handsome face. Once impulsive, regal, and over-confident, the many experiences of his life that led to his becoming Overlord mellowed him somewhat, making him more patient. The Overlord is a tall man, with broad, heavily muscled shoulders that have yet to go soft. Despite his age, he looks, acts, and moves with the grace of a man 20 years younger. His abilities with a sword are legendary, and his leadership skills and abilities as a General are unparalleled. The Overlord is extraordinarily charismatic, shockingly intelligent, and has the respect of even those that hate him. He is politically adept at turning his potential foes against each other, rather than allowing them to focus their energies against him. At the same time, he is completely ruthless and has no qualms about slaughtering innocents if it prevents a threat to his power.

As the sixteenth son of the previous Overlord, Hygelak never expected much inheritance, especially after killing several of his half-brothers in duels. After an argument with one of his tutors, Hygelak collected several of his friends, stole 10 warhorses, the best sword from the swordmaster's collection, and a purse of gold to aid in their travels. He and his new retainers fought many magnificent battles during their time, usually coming out victorious. These victories increased the

number of "retainers" traveling with him, especially when he decided that it didn't matter what manner of creature traveled with them, as long as they were loyal.

During their travels Hygelak visited the fabled City of Mages called Tula, where he married a retired protector who began his education in herbal lore. His wife died several years later during the period that Hygelak, known as Hygelak the Dread, maintained a fleet of ships used to attack pirate ships, and merchant vessels in equal numbers. After his wife was slain by worshippers of Set, he made plans to destroy the Temple of Set. While he and his companions did vast amounts of damage, they were eventually captured and imprisoned until rescued by his friends.

After helping his friends heal and recover, Hygelak went on further adventures, some leading to awe-inspiring battles, but others designed for his own enlightenment. Visits to the legendary Master of Body, Master of Mind, and Master of Spirit, allowed him to vastly increase his powers and abilities while treks into the planes, and even the abyss gained him the respect, admiration, and even loyalty of some of the creatures he met there.

Years later, Hygelak returned to the area of the City State, just in time to save his father who was fighting a losing battle. Hygelak and his small band used a flanking maneuver to decimate the opposing army's leadership thus demoralizing the troops and winning the battle. Hygelak was rewarded with a top position in the City State, and soon after his father died Hygelak became the new Overlord. Some of the original retainers that survived these journeys, as well as some of the loyal friends that he met on the way, now have positions of great power in the City State.

Aichillitl, male mind flayer Psy9: CR 17; M Aberration; HD 8d8+8 plus 9d8+9; hp 93; Init +6; Spd 30 ft.; AC 18 (+2 Dex, +3 natural, *ring +3*), touch 15, flat-footed 16; BAB/Grap +12/+13; Atk +15 melee (1d4+3, tentacle) or +16 melee (1d8+6, *+3 impact longsword*, 19–20/x2); Full Atk +15 melee (1d4+3 [x4], tentacles) or +16/+11/+6 melee (1d8+6, *+3 impact longsword*, 19–20/x2); SA mind blast, psionics, improved grab (grapple bonus +13), extract; SQ SR 25, telepathy; AL LE; SV Fort +9, Ref +7, Will +12; Str 12, Dex 14, Con 12, Int 19, Wis 17, Cha 17.

Skills: Autohypnosis +12, Bluff +8, Climb +10, Concentration +21, Hide +8, Intimidate +10, Knowledge (any two) +9, Listen +10, Move Silently +7, Spot +10, Stabilize Self +10, Tumble +11, Use Psionic Device +12. *Feats:* Alertness, Body Fuel, Combat Casting, Combat Manifestation, Disarm Mind, Dodge, Improved Initiative, Weapon Finesse (tentacle), Weapon Focus (tentacle), Weapon Specialization (tentacle).

Psionics (Sp): 0—*bolt*, *catfall*, *daze*; 1st—*biofeedback*, *compression*, *feel sound*; 2nd—*claws of the bear*, *combat prescience*, *painful touch*; 3rd—*displacement*, *prowess*. Caster level 9th; power points/day 26.

Attack/Defense Modes: ego whip, id insinuation, empty mind, intellect fortress.

Possessions: Amulet of psychic bastion, potion of cure moderate wounds, ring of protection +3, torc of free will, +3 impact longsword.

Description and Personality: Standing slightly over 6 ft. tall, Aichillitl makes an imposing bodyguard and incredibly loyal aid. His rubbery, slimy flesh, and the strange tentacles of his face make him strangely terrifying, especially when dressed in clothes bearing the Overlord's

coat of arms. Few people know the story of their meeting, but Aichillitl and Hygelak met during one of Hygelak's strange, planar journeys. Aichillitl became impressed by Hygelak's ability to resist any attempts to probe his mind. After some initial mental battles which were actually part of the tests given to Hygelak by the Master of Mind, the two agreed to travel and explore together for a short time. After Hygelak saved Aichillitl's life several times, a strange bond grew between the two. In his own ruthless, completely foreign mind, Aichillitl is now completely loyal to Hygelak and plans to stay by his side until death.

Balarnega, Grand Vizier of the City State, male human Ftr16: CR 16; HD 16d10+64; hp 152; Init +6; Spd 20 ft. (base 30 ft.); AC 24 (+3 Dex, *+7 breastplate*, *+4 large steel shield*), touch 13, flat-footed 21; BAB/Grap +16/+22; Atk +27 melee (1d8+12, *+4 flaming longsword*, 17–20/x2); Full Atk +27/+22/+17/+12 melee (1d8+12, *+4 flaming longsword*, 17–20/x2); SQ immunity to psionics; AL LE; SV Fort +14, Ref +8, Will +9; Str 22, Dex 16, Con 19, Int 14, Wis 14, Cha 17; SL 17.

Skills: Climb +21, Intimidate +22, Jump +21, Listen +4, Ride +22, Spot +4, Swim +21. *Feats:* Alertness, Blind-Fight, Cleave, Combat Expertise, Diehard, Great Cleave, Endurance, Improved Critical (longsword), Improved Disarm, Improved Feint, Improved Initiative, Iron Will, Leadership, Power Attack, Weapon Focus (longsword), Weapon Specialization (longsword).

Possessions: +2 breastplate, +2 large steel shield, +4 flaming longsword, potion of cure moderate wounds, figure of wondrous power (ebony fly), ring of fly, gem of seeing, orb of storms.

Description and Personality: Standing almost 7 ft. tall and bearing the shoulders and strength of a powerful grizzly bear, Balnarga is one of the most imposing figures in the City State. Although he tends to wear muted colors and avoid gaudy displays, Balnarga is the second only to the Overlord in wealth and power in the City State. His blond hair and blue eyes appear almost ageless, though, like the Overlord, he is well into his 40's. A gentle, disarming voice, and subdued personality conceal a ruthless, iron-fisted loyalty to the Overlord. Balnarga easily orders the deaths of any that might threaten the City State, often using his position as Grand Vizier to act in the Overlord's name.

Balnarga was one of the original retainers to travel with Hygelak. Although wounds from certain battles kept him from every journey, Balnarga has been with the

Overlord through almost every important event, always loyally supporting him. Balnarga's efforts were instrumental in finding the legendary Master of Body, though he was grievously injured in the journey back, and he was also instrumental on the trip to visit the legendary Master of Spirit. His undying loyalty, and complete honesty with Hygelak, led to his immediate appointment as Grand Vizier after Hygelak became Overlord of the City State.

Balnarga takes his position seriously, and takes care of most of the day-to-day operations of the City State while giving honest, unvarnished reports to the Overlord (always in private). While completely loyal to the Overlord, he is not blindly so. Balnarga recognizes that sometimes his friend's regal over-confidence can get him into trouble, and is quick to make the whispered comments that help temper the Overlord's anger during delicate negotiations. Balnarga's honest appraisals of his friend are always given privately, and only given to the Overlord. Balnarga has never, and would never, make any open criticism of any weakness he perceives in his friend. Balnarga knows that as long as Hygelak retains the title of Overlord, he shall retain the title of Grand Vizier, and he is perfectly content with this level of power.

APPENDIX TWO: MAGIC ITEMS

The following is a list of some of the new or strange magic items found in either the City State of the Invincible Overlord or the dungeons presented in Wraith Overlord. The magic items are listed under the subheadings **Potions**, **Rings**, **Rods, Staves and Wands**, **Wondrous Items**, **Poisons**, and **Cursed Items**.

Potions

Alchemists throughout the City State have discovered powerful combinations of herbs, powders, and magical spells used to create a wide variety of new potions.

Potion of Desirability

This strange, amber liquid makes one far more attractive to the opposite sex while at the same time making them less attractive to those of the same sex. For the 4 hours subsequent to consuming the potion all skill checks using a Charisma bonus receive a +4 circumstance bonus with the opposite sex and a –4 circumstance penalty for members of the same sex. These effects do not change the effectiveness or number of bard or sorcerer spells, but work only in social interactions.

Faint Transmutation; CL 3rd; Brew Potion, *eagle's splendor*; Price 300 gp; Cost 150 gp + 12 XP.

Potion of Diminution

This swirling liquid is rarely taken purposely. Those that willingly drink the potion have no saving throw against its effects while anyone forced to drink it is allowed a Will save (DC 18) to resist. The potion causes anyone imbibing it to shrink to 10% of their original size. If the subject is in a large enough area they may attempt a Fortitude save (DC 18) once every 24 hours in an effort to throw off the magical effects of the potion. Caged victims are essentially forced to remain the same size as unconscious fears of being crushed by the cage make them unable to resist the magic. A *dispel magic* (vs caster level 9) instantly dispels the effect.

Faint Transmutation; CL 3rd; Brew Potion, Extend Spell, *reduce person*; Price 300 gp; Cost 150 gp + 12 XP.

Potion of Plant Control

Anyone taking this potion finds themselves able to control plants within a 30 ft. radius. They can mentally command certain plants to *entangle* victims, or set people free if they are already entangled. They are also able to mentally command plants to drop or release fruit, seeds, or flowers. It also allows determination of whether or not any surrounding plants might be poisonous or dangerous. These abilities function as if the person taking the potion were a 4th level druid and last for 3 hours. Druids taking this potion have their effective caster level increased by 4 for three hours. The increase in effective caster level does not grant additional spells, just increases in level-based effects created by their spells.

Moderate Transmutation; CL 7th; Brew Potion, *command plants*, creator must be a druid; Price 1,400 gp; Cost 700 gp + 56 XP.

Potion of Undead Control

A potion of undead control allows anyone imbibing it to rebuke and control undead as if they

were a 10th level evil cleric for 8 hours. This potion functions for all but good-aligned clerics who suffer 3d8 points of damage and are unable to turn undead for a period of 8 hours after consuming this dark, foul liquid.

Moderate Necromancy; CL 10th; Brew Potion, creator must be an evil cleric able to rebuke undead; Price 1000 gp; Cost 500 gp + 20 XP.

Rings

The following magical rings, as well as any others created by the Judge, can be discovered in various places throughout the City State.

Ring of the Armorer

This sturdy iron ring is of great value to those that can already craft arms and armor. Anyone with at least 5 ranks in a Craft skill related to weapons or armor receives an additional +4 bonus to their Craft checks if they wear the ring while crafting an item.

Faint Transmutation; CL 5th; Forge Ring, creator must have at least 5 ranks in Craft (armorsmithing or weaponsmithing); Price 2,000 gp; Cost 1,000 gp + 40 XP.

Ring of Clear Speech

This ring allows one to communicate clearly, with little chance of misunderstandings, even when speaking to people from distant lands. It enables the wearer to cast *comprehend languages* 3/day and *tongues* 2/day. These rings are often worn by ambassadors, merchants, and others that are involved in negotiations of a political or mercantile nature.

Faint Divination; CL 5th; Forge Ring, *comprehend languages*, *tongues*; Price 32,000 gp; Cost 16,000 gp + 1280 XP.

Ring of Lightness

This ring makes the wearer unusually light. Although they remain the same size, the wearer and all their items are reduced in weight by 50%. This weight reduction allows the wearer to jump further and higher (+5 circumstance bonus to all Jump checks) but does not let them move faster than normal.

Faint Transmutation; CL 1st; Forge Ring, *jump*; Price 800 gp; Cost 400 gp + 32 XP.

Ring of Magnetism

This ring allows the wearer to cause a metal item weighing less than 20 lb. to fly through the air into their hand. Despite its name, the ring's power is not limited to iron items, but the item chosen must be made of some sort of metal. The ring has a range of 40 ft. and can function once per day. The item chosen can't be held by another creature or pinned to the ground in anyway. At the same time, the ring's power can be used to move levers or switches from a distance (as long as they are made of metal).

Caster Level: 9th; *Prerequisites:* Forge Ring, *telekinesis*; *Market Price:* 40,000 gp.

Ring of Mastery

Marked with golden circles on a background of silver, these powerful rings allow spellcasters to cast more spells than usual. Someone wearing one of these rings can cast or prepare 25% more spells of each level than usual (round fractions down). When calculating these bonus spells use only the base number of spells that can be cast, do not include bonus spells due to high attribute scores.

Strong Universal; CL 20th; Forge Ring, *limited wish*, *wish*; Price 100,000 gp; Cost 50,000 gp + 9,300 XP.

Ring of Nightvision

These rings are often decorated with the symbol of an eye or a lantern and are usually made of fine silver or gold. They bestow *darkvision* (60 ft.) on the wearer.

Faint Transmutation; CL 3rd; Forge Ring, *darkvision*; Price 12,000 gp; Cost 6,000 gp + 480 XP.

Ring of the Warrior's Eye

Decorated with the ***Eye of Odin***, these rings grant the wearer a +2 competence bonus to all Search and Spot checks as well as a +1 competence bonus to all attack and damage rolls due to their increased ability to notice weak points in an opponents defenses. While sought out by fighters of all types and backgrounds, those that do not worship Odin risk being attacked if the ring is noticed by one of Odin's worshippers.

Faint Transmutation; CL 5th; Forge Ring, creator must have at least 5 ranks in both Search and Spot; Price 600 gp; Cost 300 gp + 24 XP.

Rods, Staves, and Wands

The following items can be discovered in and around the City State.

Rod of Babel

Covered with mystical symbols and arcane glyphs, this wood rod is clearly a powerful magic item. When used, a ray leaps from the rod to the victim (ranged touch attack) who is allowed a Will save (DC 22) to resist its effects. Those that fail are unable to communicate in any known language for 1d4 minutes. Spellcasters struck with the rod must make a successful Intelligence check (DC 25) each time they attempt to cast a spell with a verbal component.

Moderate Necromancy; CL 5th; Craft Rod, *bestow curse*; Price 30,000 gp; Cost 15,000 gp + 1200 XP.

Rod of Fire

This strange rod is used to cause any normal material to burst into flame. Living creatures receive a Reflex saving throw (DC 15) to avoid the sudden outburst of flames. Those that fail are on fire and must take time to douse the flames or each subsequent round they suffer 1d6 points of fire damage. It has a range of 200 ft and is particularly useful for setting barrels of oil on fire from a distance.

Faint Evocation (fire); CL 3rd; Craft Rod, *burning hands*; Price 5,000 gp; Cost 2,500 gp + 200 XP.

Staff of Shaping

Carved with abstract representations of animals and monsters, this staff has the power to create creatures from shadows. The creatures created are mere phantasms, but extraordinarily convincing. Although the creatures do not fight and can not be commanded, they make convincing growls, snorts, snuffles, and movements. They also smell like the creature they represent. If one of these phantasms is struck by a weapon they disappear with an audible pop. There is a small chance every hour (1 on 1d20) that the creature disappears on its own, otherwise not even the creator can dispel the creature without attacking it.

Moderate Illusion; CL 9th; Craft Staff, *persistent image*; Price 45,000 gp; Cost 22,800 gp + 1800 XP.

Staff of Withering

Almost every *staff of withering* encountered seems twisted, dark, and somehow brutal. Some would say this is due to the dark magic used to create it. These staves are melee weapons, rather than a source of spells, but simply wielding the staff tends to bestow fear on one's opponents. Each strike of the staff does 1d8 points of normal damage (plus any relevant bonuses) and inflicts 1d4 points of temporary Strength damage (Fortitude save [DC 19] to resist). A successful critical hit bestows 1d4 negative levels on the victim (Fortitude [DC 19] to regain) while transferring that energy to the wielder in the form of temporary hit points (5 temporary hp per level drained).

Moderate Necromancy; CL 7th; Craft Staff, *bestow curse*, *enervation*; Price 80,000; Cost 40,300 gp + 3,200 XP.

Wand of Ambush Detection

This strange device helps one determine if there is a hidden ambush ahead. Unfortunately, it is based on detecting the thoughts of those hiding and attempting to surprise their foes. An army patiently waiting on the other side of the mountain with no sense of urgency or attempt to hide would remain undetected. It has a range of 160 ft. and can be used 1/day.

Faint Divination; CL 3rd; Craft Wand, *detect thoughts*; Price 4,500 gp; Cost 2,250 gp + 180 XP.

Wand of Insect Slaying

This useful device sends out small sparks of electricity that unerringly strike nearby insects killing them instantly. It only works on normal insects, the giant varieties are only angered by the small spark and usually attack the source of the annoyance. These wands, while not extremely powerful, are very useful for wizards that do a great deal of traveling through insect infested swamps and jungles.

Faint Evocation; CL 1st; Craft Wand, *shocking grasp*; Price 750 gp; Cost 375 gp + 30 XP.

Wand of Uncertainty

The victim of the wand is allowed a Will saving throw (DC 15) to resist its potentially deadly effects. If failed, the victim is unable to make a decision. If in melee combat, the victim is not so confused they do not defend themselves, or know who the enemy is, but they do have problems deciding what tactics to use (–2 circumstance penalty to attack rolls). This particular wand is much more of a bane to spellcasters who can't decide which spell to use, or whether they really want to use that spell component right now. Spellcasters are rendered completely unable to cast spells due to this indecision. The wand's effects last 1d10 rounds, after which the victim is angry with themselves for their temporary indecision.

Moderate Enchantment; CL 7th; Craft Wand, *confusion*; Price 21,000 gp; Cost 10,500 gp + 840 XP.

Wondrous Items

While not always particularly powerful, or even magical, the following items have a variety of uses for those fortunate enough to come across one.

Amulet of ESP

These simple amulets come in a variety of different designs but all serve the same purpose. They allow the wearer to cast *detect thoughts* 3 times a day. When triggered the ability lasts for 10 minutes before fading slowly away over a period of 2 rounds. Such amulets, and methods to counter them, are quite popular among merchants. Fortunately, only a few individuals know how to make such items and not many are available.

Faint Divination; CL 3rd; Craft Wondrous Item, *detect thoughts*; Price 6,000 gp; Cost 3,000 gp + 240 XP.

Crystal of Distance

This magic looking glass allows one to determine the exact distance to an object or person viewed through it. With a clear line of sight, it can view and determine the distance to any object or creature within one mile.

Faint Divination; CL 3rd; Craft Wondrous Item, *locate object*; Price 6,000 gp; Cost 3,000 gp + 240 XP.

Exploding Beans

Looking like ordinary beans, these are the seeds of an extremely rare plant, which, when thrown, explode upon impact doing 1d6 points of fire damage to anything within a 5 ft. radius. If planted in the shade of a sassafras tree by the light of a new moon, an exploding bean bush begins growing, reaching fruition at approximately 6 months. One bush provides 10d10 exploding beans. The plant promptly withers and dies after reaching maturity.

No Aura; Exploding Beans can not be created; they must be harvested or collected by a skilled druid requiring a Knowledge (nature) check (DC 10). Price 50 gp.

Eyepatch of Fortunes

Made of hard, shiny black leather trimmed with gold thread, this ornate eyepatch appears to be nothing more than a highly decorated patch. When worn over one eye (–2 penalty to Spot checks, AC, and attack rolls) for at least one day, this eyepatch allows the wearer to sense sources of gold within 60 ft. This ability is blocked by stone (6 in. or more), wood (1 ft. or more), or metal (any metal other than gold). It only detects gold, no other metal, and does not grant the ability to detect magical treasure.

Faint Divination; CL 5th; Craft Wondrous Item, *locate object*; Price 20,000 gp; Cost 10,000 gp + 800 XP.

Lamp of Truth

This bull's eye lantern is imbued with powerful magic designed to detect falsehoods. The light is focused on a single individual, if that person tells a lie they are engulfed in a circle of darkness until they tell the truth.

Faint Enchantment; CL 3rd; Craft Wondrous Item, *zone of truth*; Price 6,000 gp; Cost 3,000 gp + 240 XP.

Necklace of Bidding

This ornate silver necklace allows the wearer to cast *charm person* 3/day as if they were a 10th–level sorcerer. Charmed individuals follow the wearer's every request, though actions completely against their personalities can be resisted.

Faint Enchantment; CL 3rd; Craft Wondrous Item, *charm person*; Price 4,000 gp; Cost 2,000 gp + 160 XP.

Shirt of Shielding

This strange, linen undershirt looks completely ordinary unless studied with the aid of a *detect magic* spell. The shirt has been imbued with powerful magic giving the wearer increased immunity to ranged attacks as if they had *protection from arrows* cast on them. Obviously, a powerful merchant or nobleman commissioned the first creation of one of these protective undergarments.

Faint Abjuration; CL 3rd; Craft Wondrous Item, *protection from arrows*; Price 12,000 gp; Cost 6,000 gp + 480 XP.

Stone Warrior

This stone statue of a warrior is a potent magic item that can be activated once a day for 2 hours. When activated the statue remains a mere 6 in. tall, but becomes a flying, fighting statue (fly 30 [perfect]) with the same attack bonuses as a 5th–level fighter (BAB=+5, +4 size = +9 total) and does 1d10 points of damage with one attack each round. If the statue takes 40 points of damage (AC 16; Hardness 4) it is completely destroyed. Damage that does not result in complete destruction of the statue is repaired after 24 hours of inactivity.

Moderate Transmutation; CL 11th; Craft Wondrous Item, *animate objects*, *fly*; Price 200,000 gp; Cost 100,000 gp + 8,000 XP.

Vacuum Jug

This strange clay jug is a portable gate to some extra-planar place. When the stopper is removed the vacuum created draws in anything not held back with a Strength check (DC 10). Anything smaller than the jug's mouth (3 in.) is immediately sucked into it, larger items are magically shrunk until they fit. Living creatures receive a Fortitude saving throw (DC 12) to resist. The stopper and jug itself are unaffected, and the jug never fills up. The jug and stopper are both made of clay and lose all magical power if physically destroyed.

Moderate Conjuration; CL 9th; Craft Wondrous Item, *Lemund's secret chest*; Price 50,000 gp; Cost 30,000 gp + 2,000 XP.

Whistle of the Valkyries

Blowing on this small, silver whistle produces no sound. However, if it is blown twice in rapid succession the whistle summons a **Valkyrie** astride her loyal mount (consult the Monster Appendix). If the summoner is evil, the Valkyrie immediately attacks them, attempting to kill them in order to regain the whistle and leave. Good or Neutral characters are served loyally for one day, but at the end of that day the Valkyrie maiden takes the whistle and leaves. A Priest of Odin blowing the whistle is served for one day, and allowed to keep the whistle after which it works once per month.

Caster Level: 17th; *Prerequisites:* Craft Wondrous Item, *gate*; *Market Price:* 156,000 gp.

Poisons

The following items are not magical, but are indeed rare and potentially deadly poisons.

Purple Lotus Powder

Derived from the flowers of a purple lotus, if this powder is mixed with any liquid and introduced into a victim either through a wound or through their food, then it causes paralysis for 1d12 days (Fortitude save [DC 20] to resist. Favored by assassins and enforcers, it is horrendously expensive and difficult to obtain.

Price 3,000 gp.

Yellow Lotus Powder

The powder from a yellow lotus can be used to put a victim to *sleep* (as per the spell cast by a level 5 sorcerer) for 2 hours. The powder is blown into a victim's face if they inhale it and fail a Fort save (DC 14) they are instantly put to sleep. Elves and other creatures normally immune to sleep effects are not immune to this poison, but anyone that can resist normal poisons is able to shrug off the effects.

Price 2,000 gp.

Cursed Items

Some items discovered in and around the City State are cursed items created to protect the true treasures stored nearby or simply to make the lives of others miserable.

Book of Unspeakable Cults

This terrible, cursed item appears to be nothing more than an informative text. It requires some sort of magic to translate the ancient language it is written in, but anyone casting such a spell and reading the book is in for an unwelcome surprise. The book is designed to summon the putrid **God of Sewers**, a hideous, demonic creature (consult the Monster Appendix) whose true name is unpronounceable by human tongues. Anyone reading the book is permitted a Will save [DC 28] to resist the powerful nature of the book itself. If the save is failed they begin, much to the surprise of any comrades in the area, to recite an incantation out loud. The incantation takes one round to complete and, if not stopped in some way, summons the **God of Sewers** who then attacks anyone and anything in the area.

Strong Conjuration; CL 20th; Craft Wondrous Item, *gate*; Price 250,000 gp; Cost 125,000 gp + 10,000 XP.

Boots of Constriction

While these boots appear to be magical boots of a beneficial nature, and they size themselves automatically to the wearer's feet, they are instead of a malevolent design. One hour after the boots put on they begin shrink. After 3 hours of shrinking the victim is incapacitated and can no longer walk due to the intense pain. After 12 hours the boots have shrunk to half the starting size, crushing the bones and squeezing the flesh within. At 16 hours the boots have shrunk to the point that they have fallen off the victim, along with the victim's feet which are now so crushed and distorted that they can simply be poured out of the boots. A *remove curse*, *limited wish*, *wish*, *miracle*, or other similar magic is required to stop the process.

Faint Transmutation; CL 5th; Craft Wondrous Item, *reduce person*; Price 20,000; Cost 10,000 gp + 800 XP

Crown of Imagined Authority

This circlet of copper is adorned with a blue glass setting in the front. Anyone wearing the crown immediately believes that any creature they see is under their command. The wearer begins giving orders and demanding homage, and is extremely upset when their orders aren't followed. The wearer, of course, resists all attempts to remove the crown, and refuses to believe there is anything wrong with them.

Moderate Necromancy; CL 6th; Craft Wondrous Item, *bestow curse*; Price 20,000; Cost 10,000 gp + 800 XP.

Necklace of Greed

This magic necklace generally looks like something far more beneficial. The wearer becomes unnaturally, overwhelmingly greedy. Every decision made is aimed at gaining new treasure, even if it means betraying one's friends or family. The necklace can be removed in the standard way of all cursed items, but it is almost impossible to convince the wearer that they are cursed.

Moderate Necromancy; CL 5th; Craft Wondrous Item, *bestow curse*; Price 15,000 gp; Cost 7,500 gp + 600 XP.

Robe of Goodness

Although many of good-alignment and great faith to their god(s) might view this robe as a fantastic gift, soon even the most honest and upright individual finds this robe to be a curse. Once worn, the robe cannot be removed with anything other than a *remove curse*, *limited wish*, *wish*, *miracle*, or other similar magic. The wearer finds they begin to suffer for every misstep, every bad action, and even a thought about at action that might not be completely "good" is punished with a powerful shock (1d6 points of electrical damage). The robe can even shock a victim out of a dream in which a poor decision was made.

Faint Evocation; CL 5th; Craft Wondrous Item, *lightning bolt*; Price 30,000 gp; Cost 15,000 gp + 1,200 XP.

Rod of Disorientation

This cursed rod appears to be a more powerful, beneficial magic item until it is held. Any person touching it becomes completely lost, they do not know where they are, how they got there, or why they wanted to be there in the first place (Will save [DC 16] to resist). Fortunately, the rod only functions in this way while held, if it is put down the person remembers all of the things that were temporarily forgotten within 1d4+1 rounds.

Faint Enchantment; CL 5th; Craft Wondrous Item, *confusion*; Price 25,000 gp; Cost 12,500 gp + 1,000 XP.

APPENDIX THREE: NEW MONSTERS AND TEMPLATES

The monsters presented in this appendix are new monsters introduced in either the City State itself, or the massive network of tunnels, sewers, and dungeons deep beneath the city.

Badl

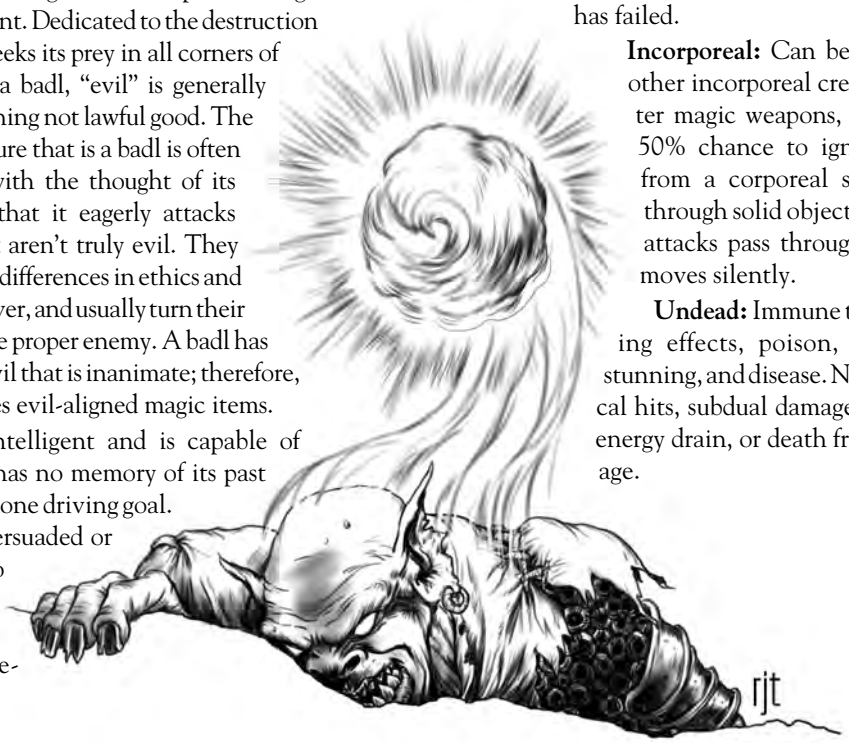
Small Undead (Incorporeal)

Hit Dice:	6d12 (39 hp)
Initiative:	+2
Speed:	Fly 30 ft. (perfect) (6 squares)
AC:	16 (+1 size, +2 Dex, +3 deflection), touch 13, flat–footed 14
Base Attack/Grapple:	+3/—
Attack:	Incorporeal touch +6 melee (1 temporary Constitution)
Full Attack:	Incorporeal touch +6 melee (1 temporary Constitution)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Insinuate, retributive turning
Special Qualities:	Know alignment, turn resistance +2, incorporeal, undead
Saves:	Fort +2, Ref +4, Will +8
Abilities:	Str —, Dex 15, Con —, Int 11, Wis 13, Cha 16
Skills:	Knowledge (arcana) +7, Listen +10, Search +11, Sense Motive +8, Spot +10
Feats:	Alertness, Flyby Attack, Iron Will
Environment:	Any
Organization:	Solitary
Challenge Rating:	4
Treasure:	None
Alignment:	Always neutral
Advancement:	7–10 HD (Small); 11–18 HD (Medium–size)

The souls of unscrupulous people who are not necessarily evil enough to be banished to Hell but aren't good enough for eternal reward are often made to pay for their sins by becoming a badl.

A badl is a glowing blob of ectoplasm that glows with a faint greenish tint. Dedicated to the destruction of evil, a badl seeks its prey in all corners of the world. To a badl, "evil" is generally defined as anything not lawful good. The desperate creature that is a badl is often so consumed with the thought of its own penance that it eagerly attacks opponents that aren't truly evil. They understand the differences in ethics and morality, however, and usually turn their attention on the proper enemy. A badl has no interest in evil that is inanimate; therefore, it simply ignores evil-aligned magic items.

A badl is intelligent and is capable of speech, but it has no memory of its past life and has but one driving goal. It cannot be persuaded or convinced to cease its attack once it decides that it has detected evil.



Combat

A badl attempts to reach any "evil" opponents first—evil being defined by the badl as evil and chaos. It will make a conscious effort to avoid non-evil (i.e. lawful good, neutral, or lawful neutral) opponents, only attacking them if given no other option. Its preference for attacking opponents, by alignment, is: chaotic evil, neutral evil, lawful evil, chaotic neutral, neutral, lawful neutral, chaotic good, neutral good, lawful good.

Know Alignment (Su): Badls always know the alignment of any creature they look upon. This ability can be negated or dispelled, but the badl can activate it again as a free action on its next turn.

Insinuate (Su): The round after a successful touch attack, a badl flows into the body of its opponent. That round, and each round the badl remains inside, the opponent must make a Fortitude save (DC 16) or sustain 1d6 points of temporary Constitution damage. The badl can be forced out if the opponent makes a Will save (DC 16); such a Will save is allowed each round, but only if the required Fortitude save is a success. A successful turning attempt also forces a badl out of an opponent. An opponent reduced to Constitution 0 by a badl dies.

Retributive Turning (Su): Any failed attempt at turning or rebuking a badl results in an instinctive backlash against the cleric or paladin making the attempt. An opponent with HD equal to or less than the badl must make a Will save (DC 16) or be panicked for 1d6 rounds. Opponents with more HD than the badl must make the Will save or be shaken for 1 round. A badl cannot control or stop this ability, and cannot use it offensively; it is only activated after a turning attempt has failed.

Incorporeal: Can be harmed only by other incorporeal creatures, +1 or better magic weapons, or magic, with a 50% chance to ignore any damage from a corporeal source. Can pass through solid objects at will, and own attacks pass through armor. Always moves silently.

Undead: Immune to mind-influencing effects, poison, sleep, paralysis, stunning, and disease. Not subject to critical hits, subdual damage, ability damage, energy drain, or death from massive damage.

Beast of Mung

Huge Magical Beast

Hit Dice:	14d10+28 (105 hp)
Initiative:	+0
Speed:	40 ft. (8 squares)
AC:	18 (–2 size, +0 Dex, +12 natural), touch 6, flat–footed 18
Base Attack/Grapple:	+14/+32
Attack:	Bite +22 melee (2d6+10); or gore +22 melee (2d8+10)
Full Attack:	Bite +22 melee (2d6+10); or gore +22 melee (2d8+10), stomp +17 melee (1d12+5)
Space/Reach:	15 ft./10 ft.
Special Attacks:	Breath weapon, improved grab, swallow whole
Special Qualities:	Roar, DR 10/—, SR 15, Darkvision
Saves:	Fort +11, Ref +9, Will +6
Abilities:	Str 30, Dex 10, Con 14, Int 3, Wis 11, Cha 8
Skills:	Listen +10, Spot +11
Feats:	Alertness, Cleave, Great Cleave, Iron Will, Power Attack
Environment:	Any land and underground
Organization:	Solitary (possibly unique)
Challenge Rating:	10
Treasure:	Standard
Alignment:	Usually chaotic evil
Advancement:	15–28 HD (Huge); 29–42 HD (Gargantuan)

No one knows for sure what this creature is or how it came to be. Its only name is "the Beast of Mung." The Beast is a horrible creature, a vile, stinking thing from the depths of the earth. Over 30 feet long and bearing gray scaly skin thicker than plate mail, the Beast of Mung is truly a terrifying sight.

In general appearance, it resembles a monstrous, splay-legged lizard not unlike a komodo dragon. It has wide, padded feet at the ends of its sturdy legs, and a long tapering tail. Its most remarkable feature, however, is its head. The head of the Beast of Mung is almost all mouth. Unlike other creatures natural and otherwise, the jaws of the Beast of Mung open left to right rather than up and down. Its unusual mouth is filled with tree rows of dagger-sized teeth. A single massive horn juts out over this cavernous mouth with which it impales prey too large or too ornery to be eaten right away.

The Beast of Mung is a sluggish creature; if it had its way, it would spend its entire life asleep. It is very foul tempered when awakened, and forgives no disturbance of its unfathomable dreams.

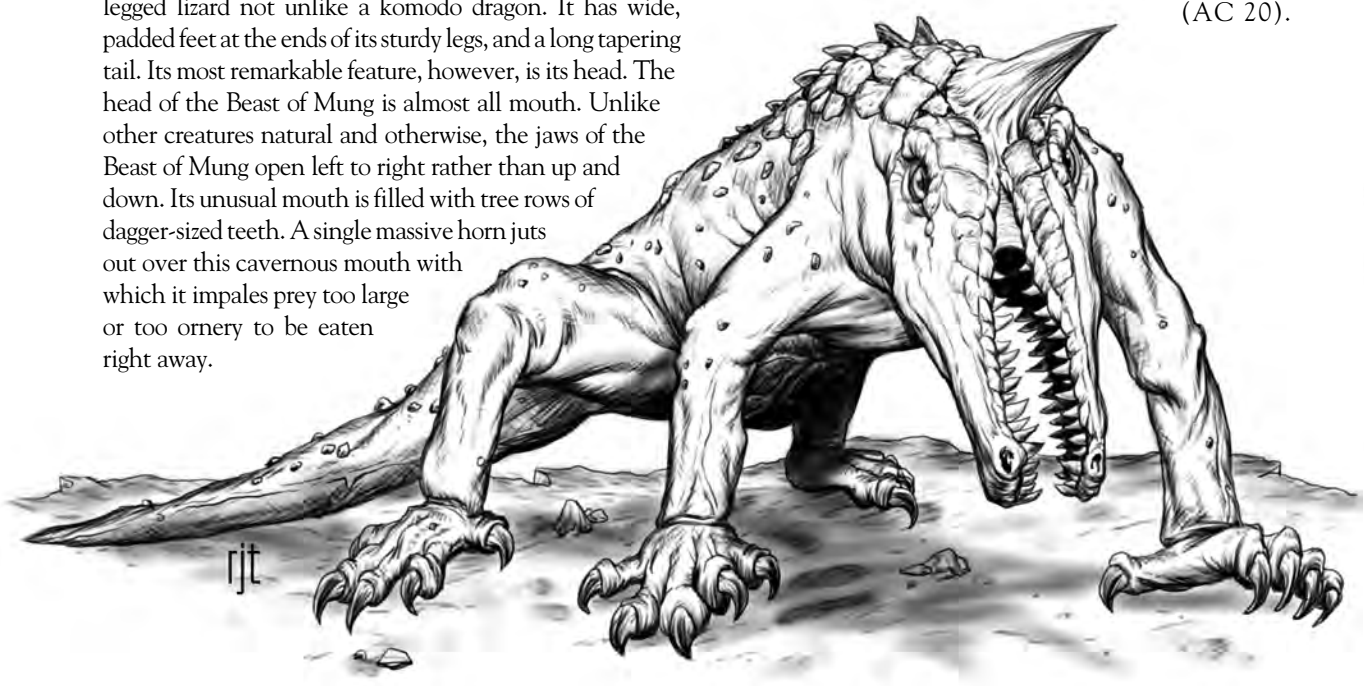
Combat

The Beast of Mung first uses its breath weapon to drop as many foes as possible so it can return to its slumber. It then tries to bite any opponent within reach that is still standing. An opponent of Large size or larger, or one that has proven itself a dangerous foe, is made a target of its gore attack. Creatures of Medium-size or smaller that get close enough may be stomped.

Breath Weapon (Su): 5/day—cloud of gas that fills an area 15 feet wide and 20 feet long; Fortitude save (DC 19) avoids; those who fail the save are affected as if by a *sleep* spell. All those in the area of effect can be affected and must save, and there is no maximum Hit Dice limit. Creatures that are immune to *sleep* are not affected.

Improved Grab (Ex): A Beast of Mung that hits an opponent up to one size smaller than itself with its bite attack attempts to start a grapple as a free action. If it gets a hold, it can try to swallow the prey whole.

Swallow Whole (Ex): A Beast of Mung can try to swallow an opponent up to two sizes smaller than itself by making a successful grapple check. The swallowed creature takes 2d8+8 points of crushing damage per round plus 8 points of acid damage from the Beast's stomach. A swallowed creature can cut its way out by using claws or a light piercing or slashing weapon to deal 25 points of damage to the stomach (AC 20).



Once the creature exits, muscular contraction closes the hole. Another swallowed opponent must again cut its way out.

A Huge Beast of Mung's stomach can hold four Medium-size, eight Small, sixteen Tiny, or thirty-two or Diminutive or smaller opponents.

Roar (Su): Once every 3 rounds, the Beast of Mung can unleash a horrid bellow. Any living creature of 5 HD or less within 100 feet of the Beast when it roars must make a Will save (DC 16) or be shaken for 1d6 rounds.

Crocman

Medium Monstrous Humanoid (Reptilian)

Hit Dice:	2d8+2 (11 hp)
Initiative:	+0
Speed:	30 ft. (6 squares), swim 20 ft.
AC:	14 (+4 natural), touch 10, flat–footed 14
Base Attack/Grapple:	+2/+4
Attack:	Bite +4 melee (1d8+2); or slam +4 melee (1d4+1)
Full Attack:	Bite +4 melee (1d8+2), 2 slams –1 melee (1d4+1)
Space/Reach:	5 ft. by 5 ft./5 ft.
Special Attacks:	Improved grab
Special Qualities:	Fast healing 1
Saves:	Fort +1, Ref +3, Will +3
Abilities:	Str 14, Dex 11, Con 13, Int 6, Wis 10, Cha 8
Skills:	Listen +2, Spot +3
Feats:	Power Attack
Environment:	Warm marsh and aquatic
Organization:	Solitary, pair, or pack (1d4+4)
Challenge Rating:	2
Treasure:	Standard
Alignment:	Usually neutral
Advancement:	By character class

Crocmen are a race of hybrid half-human crocodiles created through foul experimentation. At first glance, they might be confused with lizard folk.

A crocman has a long chin and a mouth filled with sharp teeth like its namesake. The limbs of a crocman are short but strong, and they have a long, flat tail. Unlike normal crocodiles, a crocman is incapable of using its tail in combat. The human side of a crocman shows itself in the presence of hair on its back. Male crocmen have beards as well. A croc-man has an opposable thumb, but its fingers are short and not very dexterous; crocmen have difficulty holding or manipulating objects with their hands.

Combat

A crocman first attempts to bite its opponent in melee. They are capable of wielding weapons, but do so with a –2 penalty to their attack rolls thanks to their short fingers.

Improved Grab (Ex): To use this ability, the crocman must hit a Medium-size or smaller opponent with its bite attack. If it gets a hold, the crocman grabs the opponent with its mouth. The crocman automatically deals bite damage each round it maintains the grapple. A crocman's grapple bonus is +4.

Crocman Characters

The favored class of a crocman is fighter. Because they have such low intelligence, they rarely produce members of any other class. Examples of some crocmen with levels are presented below.

Crocman, Ftr1: CR 3; SZ M Monstrous Humanoid [Reptilian]; HD 2d8+2 plus 1d10+1; hp 17; Init +0; Spd 30 ft., swim 20 ft.; AC 14 (+4 natural); touch 10, flat-footed 14; BAB/Grap +3/+5; Atk +5 melee (1d8+2, bite); Full Atk +5 melee (1d8+2, bite), +0 melee (1d4+1 [x2], slam) or +4 melee (1d8+2, heavy mace); SA improved grab; SQ fast healing (1); AL CN; SV Fort +3, Ref +3, Will +3; Str 14, Dex 11, Con 13, Int 6, Wis 10, Cha 8.

Skills: Intimidate +0, Listen +2, Spot +3. *Feats:* Cleave, Power Attack Weapon Focus (heavy mace).

Crocman, Ftr2: CR 4; SZ M Monstrous Humanoid [Reptilian]; HD 2d8+2 plus 2d10+2; hp 24; Init +0; Spd 30 ft., swim 20 ft.; AC 14 (+4 natural); touch 10, flat-footed 14; BAB/Grap +4/+6; Atk +6 melee (1d8+2, bite); Full Atk +6 melee (1d8+2, bite), +1 melee [2] (1d4+1, slam) or +5 melee (1d8+2, heavy mace); SA improved grab; SQ fast healing (1); AL CN; SV Fort +4, Ref +3, Will +3; Str 14, Dex 11, Con 13, Int 6, Wis 10, Cha 8.

Skills: Intimidate +1, Listen +2, Spot +3. *Feats:* Cleave, Great Cleave, Power Attack, Weapon Focus (heavy mace).

Crocman, Ftr3: CR 5; SZ M Monstrous Humanoid [Reptilian]; HD 2d8+2 plus 3d10+3; hp 30; Init +4; Spd 30 ft., swim 20 ft.; AC 14 (+4 natural); touch 10, flat-footed 14; BAB/Grap +5/+7; Atk +7 melee (1d8+2, bite); Full Atk +7 melee (1d8+2, bite), +2 melee [2] (1d4+1, slam) or +6 melee(1d8+2, heavy mace); SA improved grab; SQ fast healing (1); AL CN; SV Fort +4, Ref +4, Will +4; Str 14, Dex 11, Con 13, Int 6, Wis 10, Cha 8.

Skills: Intimidate +2, Listen +2, Spot +3. *Feats:* Cleave, Great Cleave, Improved Initiative, Power Attack Weapon Focus (heavy mace).

Crocman, Ftr4: CR 6; SZ M Monstrous Humanoid [Reptilian]; HD 2d8+2 plus 4d10+4; hp 37; Init +4; Spd 30 ft., swim 20 ft.; AC 14 (+4 natural); touch 10, flat-

footed 14; BAB/Grap +6/+8; Atk +8 melee (1d8+2, bite); Full Atk +8 melee (1d8+2, bite), +3 melee [2] (1d4+1, slam) or +7 melee (1d8+4, heavy mace); SA improved grab; SQ fast healing (1); AL CN; SV Fort +5, Ref +4, Will +4; Str 15, Dex 11, Con 13, Int 6, Wis 10, Cha 8.

Skills: Intimidate +3, Listen +2, Spot +3. *Feats:* Cleave, Great Cleave, Improved Initiative, Power Attack Weapon Focus (heavy mace), Weapon Specialization (heavy mace).

Crocman, Ftr5: CR 7; SZ M Monstrous Humanoid [Reptilian]; HD 2d8+2 plus 5d10+5; hp 43; Init +4; Spd 30 ft., swim 20 ft.; AC 14 (+4 natural); touch 10, flat-footed 14; BAB/Grap +7/+9; Atk +9 melee (1d8+2, bite); Full Atk +9 melee (1d8+2, bite), +4 melee [2] (1d4+1, slam) or +8 melee (1d8+4, heavy mace); SA improved grab; SQ fast healing (1); AL CN; SV Fort +5, Ref +4, Will +4; Str 15, Dex 11, Con 13, Int 6, Wis 10, Cha 8.

Skills: Intimidate +4, Listen +2, Spot +3. *Feats:* Cleave, Great Cleave, Improved Initiative, Power Attack Weapon Focus (heavy mace), Weapon Specialization (heavy mace).

Daraka

Large Outsider (Chaotic, Evil, Extraplanar)

Hit Dice:	12d8+96 (150 hp)
Initiative:	+0
Speed:	40 ft. (8 squares)
Armor Class:	27 (–1 size, +18 natural), touch 9 flat-footed 27
Base Attack/Grapple:	+12/+25
Attack:	Claw +20 melee (1d8+9) or scorpions +11 ranged (1d6 plus poison)
Full Attack:	2 claws +20 melee (1d8+9) and bite +18 melee (2d6+4) or scorpions +11 ranged (1d6 plus poison)
Space/Reach:	10 ft./10 ft.
Special Attacks:	Poison, spell-like abilities, scorpions, summon demons
Special Qualities:	Damage reduction 10/good, darkvision 60 ft., demon traits, outsider traits, SR 20
Saves:	Fort +16, Ref +8, Will +12
Abilities:	Str 28, Dex 11, Con 27, Int 18, Wis 18, Cha 20
Skills:	Climb +24, Concentration +23, Hide +11, Intimidate +20, Knowledge (arcana) +19, Knowledge (any one) +19, Listen +27, Move Silently +10, Search +19, Sense Motive +14, Spellcraft +19, Spot +27, Survival +14 (+16 following tracks)
Feats:	Blind-Fight, Cleave, Great Cleave, Multiattack, Power Attack
Environment:	Abyss
Organization:	Solitary or gang (2–4)
Challenge Rating:	12
Treasure:	Standard coins; double goods; standard items
Alignment:	Always chaotic evil
Advancement:	13–20 HD (Large); 21–36 HD (Huge)
Level Adjustment:	—

This creature is a tall black-skinned humanoid. Its head is that of a black-furred ram with downward curving horns. Its body appears to be a mass of writhing flesh.

Darakas act as guards to the greater demons or as shock troops in the demonic armies of the Abyss. Being intelligent, they are often used as commanders or leaders, with each daraka having a battalion of minor demons at its command.

A daraka's skin is leathery and oily. From a distance greater than 10 feet, its body appears to be a mass of writhing flesh. Closer inspection reveals thousands of tiny scorpions swarming its flesh. They constantly skitter across the daraka's body—into and out of its mouth, ears, and nose. The daraka doesn't even seem to notice them.

Daraka speak Abyssal, Common, and at least three other languages.

Combat

Darakas aggressively assault any creature that stands in their way. They usually open combat by slinging scorpions at their opponents and using *chaos hammer* against lawful-aligned opponents. Against an enemy wizard, a daraka uses its feeblemind ability as soon as it can. The remainder of the combat sees the daraka slash with its claws and bite with its terrible fangs. If it can, a daraka likes to grapple a foe and let the scorpions on its body bite the grabbed opponent.

A daraka's natural weapons, as well as any weapons it wields, are treated as chaotic-aligned and evil-aligned for the purpose of overcoming damage reduction.

Spell-Like Abilities: At will—*chaos hammer* (DC 19), *deeper darkness*, *detect good*, *dispel magic*, *greater teleport* (self plus 50 pounds of objects only), *invisibility* (self only), *unholy aura* (DC 21); 3/day—*chill touch* (DC 16); 1/day—*feeblemind* (DC 20), *shatter* (DC 17). Caster level 12th. The save DCs are Charisma-based.

Poison (Ex): The body of a daraka is swarming with thousands of scorpions that deliver a debilitating poison each time they bite. The save DC is Constitution-based.

Daraka Scorpion Poison: Injury, Fortitude DC 24, initial and secondary damage 1d6 Strength.

Scorpions (Ex): A daraka's body is swarming with thousands of tiny scorpions. Creatures attacking a daraka unarmed or with natural weapons are automatically bitten for 1d6 points of damage and suffer the effects of the scorpion's poison (see Poison, above).

Alternately, a daraka can sling scorpions from its body to a range of 20 feet. This is a standard action that provokes an attack of opportunity. A creature hit takes 1d6 points of damage from the biting and stinging scorpions and is subjected to their poison.

A grappled creature is likewise subjected to the biting of a daraka's scorpions just as if it had attacked the daraka unarmed (see above).

A daraka has an unlimited supply of scorpions. As fast as it uses them, its body generates more.

Summon Demons (Sp): Once per day, a daraka can attempt to summon 4d10 dretches or 1d2 vrocks with a 50% chance of success, or another daraka with a 20% chance of success.

Skills: Darakas have a +8 racial bonus on Listen and Spot checks.

Eoka

Large Outsider (Chaotic, Extraplanar, Evil)

Hit Dice:	7d8+28 (59 hp)
Initiative:	+4
Speed:	5 ft. (1 square), fly 20 ft. (average)
AC:	20 (–1 size, +11 natural) or 22 (–1 size, +11 natural, +2 large steel shield), touch 9, flat–footed 9 or 11
Base Attack/Grapple:	+7/+13
Attack:	Bite +8 melee (1d6+2 plus poison); or longsword +8 melee (1d8+2)
Full Attack:	Bite +8 melee (1d6+2 plus poison), longsword +6 melee (1d8+2), 2 claws +4 melee (1d2+1), tail +2 melee (1d3+1); or bite +8 melee (1d6+2 plus poison), 2 slams +6 melee (1d6+2), 2 claws +4 (1d2+1), tail +2 melee (1d3+1)
Space/Reach:	10 ft./5 ft.
Special Attacks:	Poison
Special Qualities:	Demon qualities, DR 10/good , SR 21
Saves:	Fort +9, Ref +5, Will +7
Abilities:	Str 15, Dex 11, Con 18, Int 11, Wis 14, Cha 13
Skills:	Hide +6, Intimidate +11, Knowledge (arcana) +10, Listen +11, Move Silently +10, Search +12, Sense Motive +12, Spot +12
Feats:	Improved Initiative, Multiattack, Power Attack
Environment:	Any
Organization:	Solitary or troupe (2d10 eokas)
Challenge Rating:	7
Treasure:	Standard
Alignment:	Always chaotic evil
Advancement:	8–12 HD (Large); 13–21 HD (Huge)

The eokas are nightmarish creatures from a section of the Abyss best not imagined by mortals.

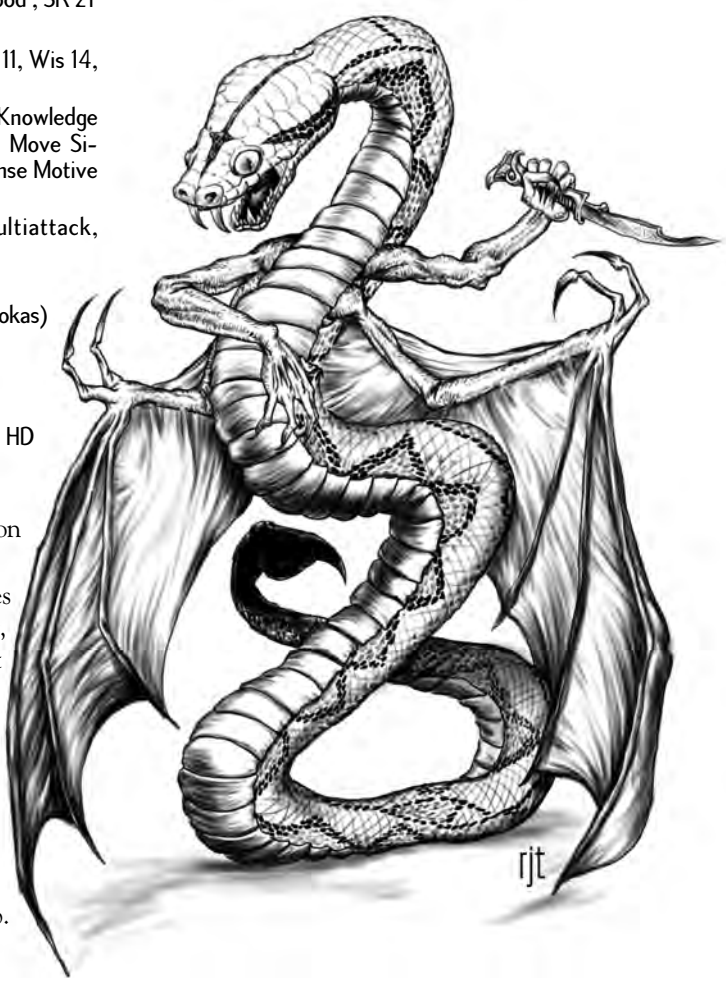
The overall appearance of an eoka conjures up images of a poisonous snake. It has a slender, serpentine body and a triangular head like that of a viper. It is covered from head to tail with small, glittering, green scales. Unlike a snake, however, an eoka has limbs. From the torso of the eoka sprout two oddly humanoid arms, each terminating in powerful hands capable of wielding weapons. Instead of legs, an eoka has two large, leathery wings like those of a bat. Each wing has sharp, barbed claws at the tip. Finally, the tapering body of the eoka culminates in a vicious sting like the telson of a scorpion.

Combat

An eoka attacks in a whirlwind of flailing fangs, claws, and stings. It attacks without mercy or forethought, violently shredding its opponent with every ounce of its strength. Eokas are intelligent, and they are proficient with all shields and martial weapons.

Poison (Ex): Bite or sting; Fort save (DC 17); initial and secondary damage 2d4 points of temporary Constitution.

Demon Qualities: Immune to poison and electricity; cold, fire, and acid resistance 20; can communicate telepathically with any creature within 100 feet that has language.



Gosa

Medium Aberration

Hit Dice:	7d8+28 (59 hp)
Initiative:	+5
Speed:	30 ft. (6 squares)
AC:	15 (+1 Dex, +4 natural), touch 11, flat-footed 14
Base Attack/Grapple:	+5/+6
Attack:	Antenna +6 touch; or slam +6 melee (1d8+1)
Full Attack:	Antenna +6 touch; or 2 slams +6 melee (1d8+1), kick +1 melee (1d4)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Antenna, improved grab
Special Qualities:	Blindsight, scent 60 ft.
Saves:	Fort +6, Ref +3, Will +5
Abilities:	Str 12, Dex 13, Con 18, Int 6, Wis 11, Cha 10
Skills:	Listen +7, Spot +7
Feats:	Alertness, Dodge, Mobility
Environment:	Temperate or cold land and underground
Organization:	Solitary or Pack (3d6)
Challenge Rating:	4
Treasure:	one
Alignment:	Always neutral
Advancement:	8–12 HD (Medium); 13–21 HD (Large)

A gosa is a rare, unusual creature. It is somewhat bovine in general body shape, covered in long, shaggy fur almost like that of a yak. The gosa has six stubby legs for locomotion, and the front of its body has two arms that end in grasping appendages not unlike hands. A gosa has nothing that is easily identifiable as a head, but it does have a mouth between its arms. Eyeless, a gosa relies entirely on its waving, moth-like antennae for sensing its surroundings. It can see, hear, smell, and even taste with them. Looking closely, one can make out fine sparks of bioelectricity arcing up and down a gosa's antennae.

Combat

A gosa attacks first with its antennae, attempting to stun opponents thereby making them easier targets. Otherwise, it will pummel foes with its forepaws. If hard pressed, a gosa will kick with its weak legs.

Antenna (Ex): The wide array of sensing apparatus on the antennae of a gosa allows it to *see invisible* at will. This is a natural ability and cannot be dispelled.

Any opponent touched by the antennae of a gosa must make a Fortitude save (DC 17) or be stunned for 1d6 rounds. A stunned opponent can't act and loses any Dexterity bonus to AC, while attackers get a +2 bonus on all attack rolls against a stunned opponent. Constructs, oozes, plants, undead, incorporeal creatures, and creatures immune to critical hits cannot be stunned.

An antenna can be specifically targeted if the attacker takes a –4 penalty to hit thanks to their small size and rapid movements. It only takes 2 points of damage to sever a gosa's antenna. The remaining antenna can still be used, but now forces those touched by it to make a Fortitude save (DC 17) or be affected as though by a *slow* for 1d6 rounds. If both antennae are severed, the gosa will be blinded and no longer able to stun. A gosa's antennae grow back within a week.

Improved Grab (Ex): To use this ability, a gosa must hit an opponent up to one size larger with both of its slam attacks. If it gets a hold, it draws the opponent to its mouth and bites it for 1d6 points of damage. A gosa bites a grabbed opponent every round, automatically dealing bite damage, until the opponent manages to break free. A gosa's grapple bonus is +6.

Hodag

Large Magical Beast

Hit Dice:	4d10+8 (30 hp)
Initiative:	+1
Speed:	30 ft. (6 squares)
AC:	18 (–1 size, +1 Dex, +8 natural), touch 10, flat–footed 17
Base Attack/Grapple:	+4/+13
Attack:	Claw +8 melee (1d6+5)
Full Attack:	Claw +8 melee (1d6+5), bite +3 melee (1d8+2); or charge +10 melee (1d8+5 plus spines)
Space/Reach:	10 ft./5 ft.
Special Attacks:	Poison, charge
Special Qualities:	Scent 60 ft., darkvision 60 ft., light sensitivity
Saves:	Fort +8, Ref +5, Will +1
Abilities:	Str 20, Dex 12, Con 14, Int 2, Wis 11, Cha 7
Skills:	*Hide +2, Move Silently +7, Listen +5, Spot +5, *Survival +4 (+6 if tracking by scent)
Feats:	Endurance, Great Fortitude
Environment:	Temperate or cold forests
Organization:	Solitary, pack (3d4)
Challenge Rating:	4
Treasure:	Half standard
Alignment:	Usually neutral evil
Advancement:	5–8 HD (Large); 9–12 HD (Huge)

A hodag is a giant predator, a hulking creature that combines the worst aspects of a wolf, a bear, and a giant lizard. These creatures have greenish-brown scales, and have patches of thick brown fur sprouting out from their shoulders, legs, and head. Down the back of a hodag grows a row of cruel spines. It plods along on paws as wide as a man's head, its three-inch claws ever ready to tear into the flesh of its prey. The head of a hodag has a long, wide snout split by a gaping mouth filled with sharp fangs. A hodag's eyes seem to glow red in the moonlight. When angered or aroused, a hodag will raise the spines and fur on its hackles in a display of aggression.

Combat

A hodag first attacks with a swipe from one of its massive, clawed paws. The bite of a hodag can easily crush bone. Hodags attack in a pack, running down their prey and herding them into clearings where they can converge. Hodags have been known to take down prey much larger than they.

Poison (Ex): Bite; Fort save (DC 14); initial damage 1d6 points of temporary Constitution; secondary damage 1d6 points of temporary Constitution. A hodag that bites an opponent often follows it, waiting to pounce once the poison has taken effect.

Charge (Ex): A hodag can charge opponents of at least Small size or larger as a standard action, lowering its head and bringing its spines to bear. A hodag's charge deals 1d8+5 points of slam damage, and the opponent is also struck by 1d4 of its spines. Each spine that his deals 1d4 points of piercing damage. The hodag must attack after its movement, not before. It must move at least 10 feet, and can move up to twice its Speed. All movement must be in a straight line. While charging, a hodag gains a +2 to its attack roll and a –2 penalty to its AC for 1 round. The bonus to its charge attack has already been included in its charge attack bonus.

Light Sensitivity (Ex): Hodags suffer a –2 penalty to attack rolls in daylight and while within the radius of a *daylight* spell.

Skills: *A hodag receives a +4 racial bonus to Hide checks when in a forested environment. A hodag receives a +4 racial bonus to Listen, Move Silently, and Spot checks. A hodag has an exceptional sense of smell, and receives a +2 racial bonus to Survival checks while tracking by scent.

Ongki

Small Magical Beast

Hit Dice:	3d10 (16 hp)
Initiative:	+3
Speed:	20 ft. (4 squares)
AC:	14 (+1 size, +3 Dex), touch 14, flat-footed 11
Base Attack/Grapple:	+3/–3
Attack:	Claws +7 melee (1d4–2)
Full Attack:	2 claws +7 melee (1d4–2), bite +2 melee (1d4–2)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Lightning bolt 2d6, rage
Special Qualities:	Darkvision 60 ft., *detect magic*
Saves:	Fort +3, Ref +6, Will +2
Abilities:	Str 6, Dex 17, Con 11, Int 4, Wis 12, Cha 12
Skills:	Hide +9, Move Silently +5, Listen +2, Spot +2
Feats:	Weapon Finesse (bite, claw)
Environment:	Any land and underground
Organization:	Swarm (3d6)
Challenge Rating:	2
Treasure:	Standard
Alignment:	Usually neutral
Advancement:	4–5 HD (Small); 6–9 HD (Medium)

An ongki is a rat-like creature about 2 feet long. It has four legs and two small but human-like arms. The fur of an ongki is white, and covers the entire animal except its tail, feet, and arms.

The ongki, for reasons known only to them, despise dwarves and arcane magic. Perhaps their unusual senses are disturbed or irritated by the aura of the arcane and the smell of dwarves. Regardless of the reason, an ongki that detects a dwarf or the presence of arcane magic will attack in a frenzy until it or the offender is destroyed. An ongki is capable of unleashing powerful electrical blasts from its tail.

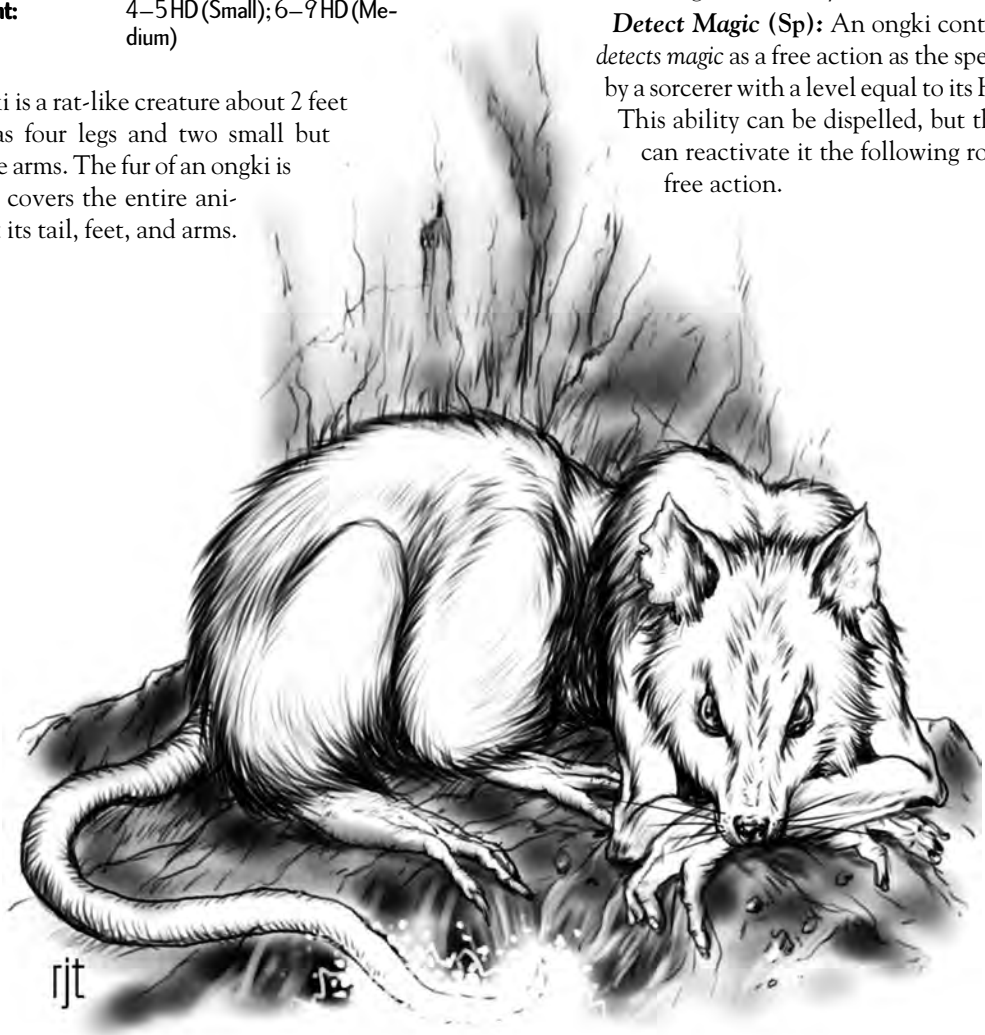
Combat

An ongki attacks with its claws and bite, saving its lightning attack for stronger foes.

Lightning Bolt (Su): Once every 2 rounds; line of lightning 20 feet long; 2d6 points of damage; Reflex save (DC 12) for half damage.

Rage (Ex): An ongki that faces a dwarf or an arcane spellcaster flies into a berserk rage on its next turn, attacking madly until either it or its opponent is dead. An enraged ongki gains a +4 Strength, +4 Constitution, and –2 AC. The increase in Constitution grants the ongki 6 bonus hit points. The creature cannot end this rage voluntarily.

***Detect Magic* (Sp):** An ongki continuously *detects magic* as a free action as the spell as cast by a sorcerer with a level equal to its Hit Dice. This ability can be dispelled, but the ongki can reactivate it the following round as a free action.



Ounga

Medium Aberration (Aquatic)

Hit Dice:	5d8+10 (32 hp)
Initiative:	–1
Speed:	30 ft. (6 squares), swim 50 ft.
AC:	13 (+3 natural), touch 10, flat–footed 13
Base Attack/Grapple:	+3/+7
Attack:	Bite +8 melee (1d8+4)
Full Attack:	Bite +8 melee (1d8+4), claw +2 melee (1d6+2); or 2 claws +7 melee (1d6+2)
Space/Reach:	5 ft./5 ft.
Special Qualities:	Hold breath
Saves:	Fort +3, Ref +0, Will +4
Abilities:	Str 18, Dex 8, Con 14, Int 3, Wis 11, Cha 6
Skills:	Move Silently +3, Spot +4
Feats:	Power Attack, Weapon Focus (bite)
Environment:	Any aquatic
Organization:	Solitary or nest (1d4)
Challenge Rating:	3
Treasure:	None
Alignment:	Always neutral
Advancement:	6–10 HD (Medium); 11–15 HD (Large)

The ounga is a strange creature that looks like something that could not possibly exist. It has a large, round body like that of a pig, approximately 5 feet in length. It has no head, per se, but the front end of the creature has an array of primitive eyespots and sensing organs. The rear end of an ounga tapers to a wide, flattened tail like that of a beaver. An ounga has, at the front of its body, two strong limbs best described as arms. These arms end in wide-splayed hand-like appendages with webs of skin between the fingers. An ounga is hairless, and its body is smooth and slick—a feature that helps it move quickly and gracefully through the water.

On land, an ounga drags itself awkwardly along the ground using its two arms. In the water, however, an ounga is truly at home. Although it must surface for air like dolphins and whales, an ounga is very quick in the water thanks to its powerful arms, webbed hands, and tail.

Combat

An ounga attacks first by biting at its opponent, and swiping with one of its large hands. An ounga can also forego the bite attack, and simply pummel its opponent with its hands.

Hold Breath (Ex): An ounga can hold its breath for 3 minutes per point of Constitution before suffering the effects of drowning. If it detects airborne poisons or gasses, it holds its breath until it can move out of the affected area.

The Sewer God

Huge Outsider (Chaotic, Extraplanar, Evil)

Hit Dice:	20d8+140 (230 hp)
Initiative:	+1
Speed:	40 ft. (8 squares), 50 ft. swim
AC:	20 (–2 size, –3 Dex, +25 natural), touch 5, flat–footed 20
Base Attack/Grapple:	+20/+38
Attack:	Slam +36 melee (2d6+10 plus horrid transformation)
Full Attack:	4 slams +36 melee (2d6+10 horrid transformation)
Space/Reach:	15 ft/15 ft.
Special Attacks:	Reek, horrid transformation
Special Qualities:	DR 10/magic blunt or silver blunt, bladed weapon immunity, resistance, blindsight 100 ft., tremorsense 100 ft.
Saves:	Fort +21, Ref +9, Will +15
Abilities:	Str 30, Dex 5, Con 24, Int 3, Wis 16, Cha 16
Skills:	Hide +4*, Intimidate +20, Listen +18, Move Silently +12, Sense Motive +18, Spot +18
Feats:	Cleave, Power Attack, Great Cleave, Great Fortitude, Improved Critical (slam), Improved Initiative, Improved Overrun
Environment:	Underground
Organization:	Unique
Challenge Rating:	18
Treasure:	Standard
Alignment:	Always chaotic evil
Advancement:	—

Mysteries as deep as the ocean and as unfathomable as the stars lurk in the strange paths of the multiverse. Sometimes, those paths intersect with other planes in ways that even the wisest of wise men cannot comprehend. Sometimes, creatures cross those paths and find their way into the Material Plane. The creature known only as the Sewer God is such a lost planar traveler.

The Sewer God, whose name is unpronounceable by human tongues, is a mass of feculent, stringy gobs without discernable features but faintly humanoid in structure. It is a quivering pile of filth and slime that lurches through the unknown and unknowable depths of the world. Although more or less humanoid, the Sewer God can form up to four shapeless pseudopods from its body. Its featureless form has no apparent sensing organs, but it somehow knows all that transpires within 100 feet.

The Sewer God cares nothing for any being or for any thing. It exists, and, in its wake, it leaves nothing but a horrible slime.

Combat

The Sewer God attacks any and all beings within range with its disgusting, amorphous, tentacle-like appendages.

Reek (Ex): All living creatures with a sense of smell that come within 100 feet of the Sewer God must make a Fortitude save (DC 27) or be nauseated until they leave that range. Creatures with less than 15 HD that fail the save vomit uncontrollably until they leave the area, suffering 1d3 points of temporary Constitution damage from the convulsions.

Horrid Transformation (Su): A living opponent struck by the Slam attack of the Sewer God must make a Reflex save (DC 17) or be smeared with a blotch of slime that cannot be washed away. This blotch causes the victim to exude a horrible stench for 1d6+6 months.

This stench forces living creatures of less than 10 HD within 10 feet of the victim to make a Fortitude save (DC 10 + the damage done) or be nauseated until they leave that range. The unfortunate victim must roll this save every day or be nauseated for the entire day. Only a *limited wish*, *miracle*, or similar powerful magic can remove the blotch.

If an opponent affected by the blotch of slime is struck a second time by the Sewer God, he must make a Fortitude save (DC 27) or be transformed into an amorphous mass of indeterminate sewer sludge. This power operates like a *polymorph any object* spell as cast by a 20th level sorcerer.

Bladed Weapon Immunity (Ex): Thanks to its semi-solid, watery nature, the Sewer God is immune to all slashing or piercing weapons regardless of material or enhancement bonus.

Resistance (Ex): The Sewer God has 15 points of fire, cold, and electricity resistance.

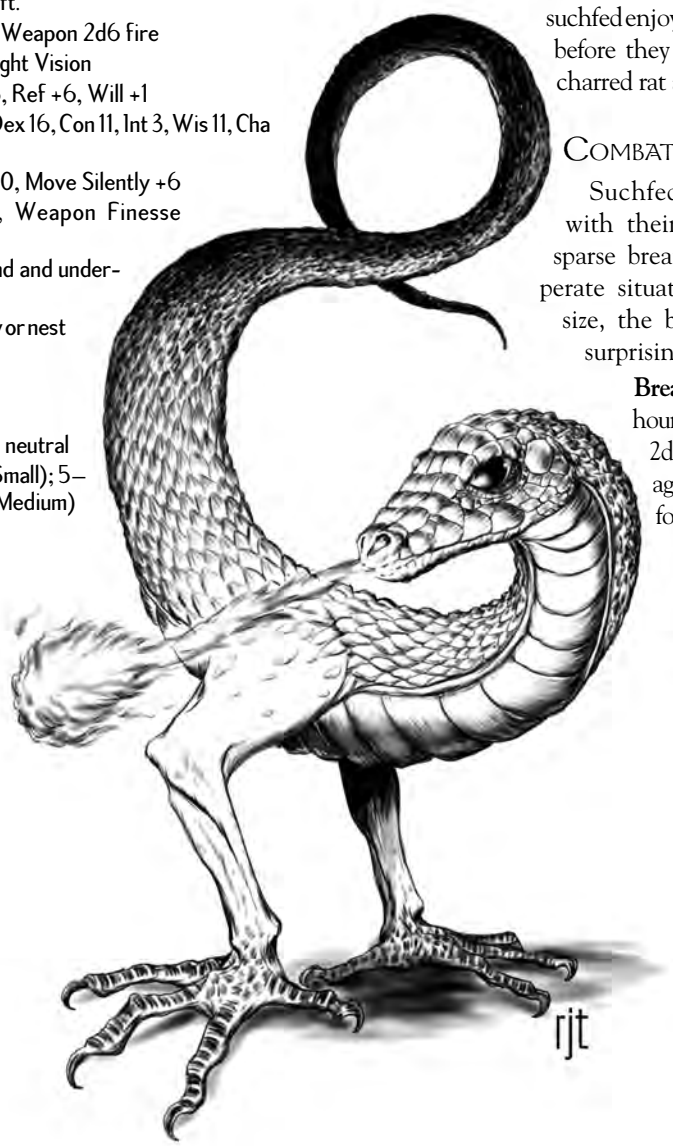
Skills: The Sewer God receives a +8 racial bonus to Hide in filthy, sewer-like surroundings.

SUCHFED

Small Magical Beast (Reptilian)

Hit Dice:	3d10 (16 hp)
Initiative:	+3
Speed:	30 ft. (6 squares)
AC:	16 (+1 size, +3 Dex, +2 natural), touch 14, flat–footed 13
Attack:	Bite +7 melee (1d6–1)
Full Attack:	Bite +7 melee (1d6–1)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Breath Weapon 2d6 fire
Special Qualities:	Low–light Vision
Saves:	Fort +3, Ref +6, Will +1
Abilities:	Str 8, Dex 16, Con 11, Int 3, Wis 11, Cha 8
Skills:	Hide +10, Move Silently +6
Feats:	Dodge, Weapon Finesse (Bite)
Environment:	Any land and underground
Organization:	Solitary or nest (2d6)
Challenge Rating:	1
Treasure:	None
Alignment:	Always neutral
Advancement:	4 HD (Small); 5–6 HD (Medium)

The suchfed are strange creatures that many adventurers have named "fireskinks." They earned that nickname thanks to their resemblance to normal skinks and their ability to spit out gouts of fire. A suchfed is a slender-bodied lizard with two hind legs. Unlike other lizards, suchfed have no forelegs. A suchfed's scaly skin is primarily a mottled gray in color, cut here and there with a random pattern of greenish stripes. The suchfed enjoy "cooking" their food before they eat it, and consider charred rat a delicacy.



COMBAT

Suchfed generally attack with their bite, saving their sparse breath weapon for desperate situations. Despite their size, the bite of a suchfed is surprisingly painful.

Breath Weapon (Su): 3/hour; Line of fire 20 ft. long; 2d6 points of fire damage; Reflex save (DC 12) for half damage.

Temple Spider

Medium Vermin

Hit Dice:	3d8+3 (16 hp)
Initiative:	+7
Speed:	30 ft. (6 squares), climb 20 ft.
AC:	16 (+3 Dex, +3 natural), touch 13, flat-footed 13
Base Attack/Grapple:	+1/+4
Attack:	Bite +2 melee (1d6+1 and poison)
Full Attack:	Bite +2 melee (1d6+1 and poison)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Poison, web
Special Qualities:	Vermin
Saves:	Fort +1, Ref +3, Will +0
Abilities:	Str 12, Dex 17, Con 13, Int —, Wis 10, Cha 3
Skills:	Climb +9, *Hide +10, *Jump +1, *Spot +8
Feats:	Improved Initiative, Skill Focus (Hide)
Environment:	Temperate and warm land
Organization:	Solitary or colony (1d4+1)
Challenge Rating:	1
Treasure:	Half standard
Alignment:	Always neutral
Advancement:	4–6 HD (Medium); 7–19 HD (Large)

Temple spiders are the result of the selective breeding of monstrous spiders. A temple spider has a tougher exoskeleton and stronger poison than an otherwise normal monstrous spider of its size.

All temple spiders are of the hunting variety, and generally resemble wolf spiders. They have black exoskeletons covered with coarse gray hair, and two large ebony eyes set above six smaller ones. Their fangs are huge, and two smaller pedipalps constantly wave on either side of them.

Combat

Temple spiders attack in a manner identical to other hunting spiders of their size. They try to attack from ambush, rushing up to potential prey and biting it.

Poison (Ex): Bite; Fortitude save (DC 14); initial and secondary damage 1d6 points of temporary Strength damage.

Web (Ex): The web of a temple spider has an Escape DC of 20, a Break DC of 26, and 6 hp (see the MM).

Vermin: Immune to mind-influencing effects.

Skills: *Monstrous spiders receive a +4 racial bonus to Hide checks. Hunting spiders receive a +6 racial bonus to Jump checks and a +8 racial bonus to Spot checks.

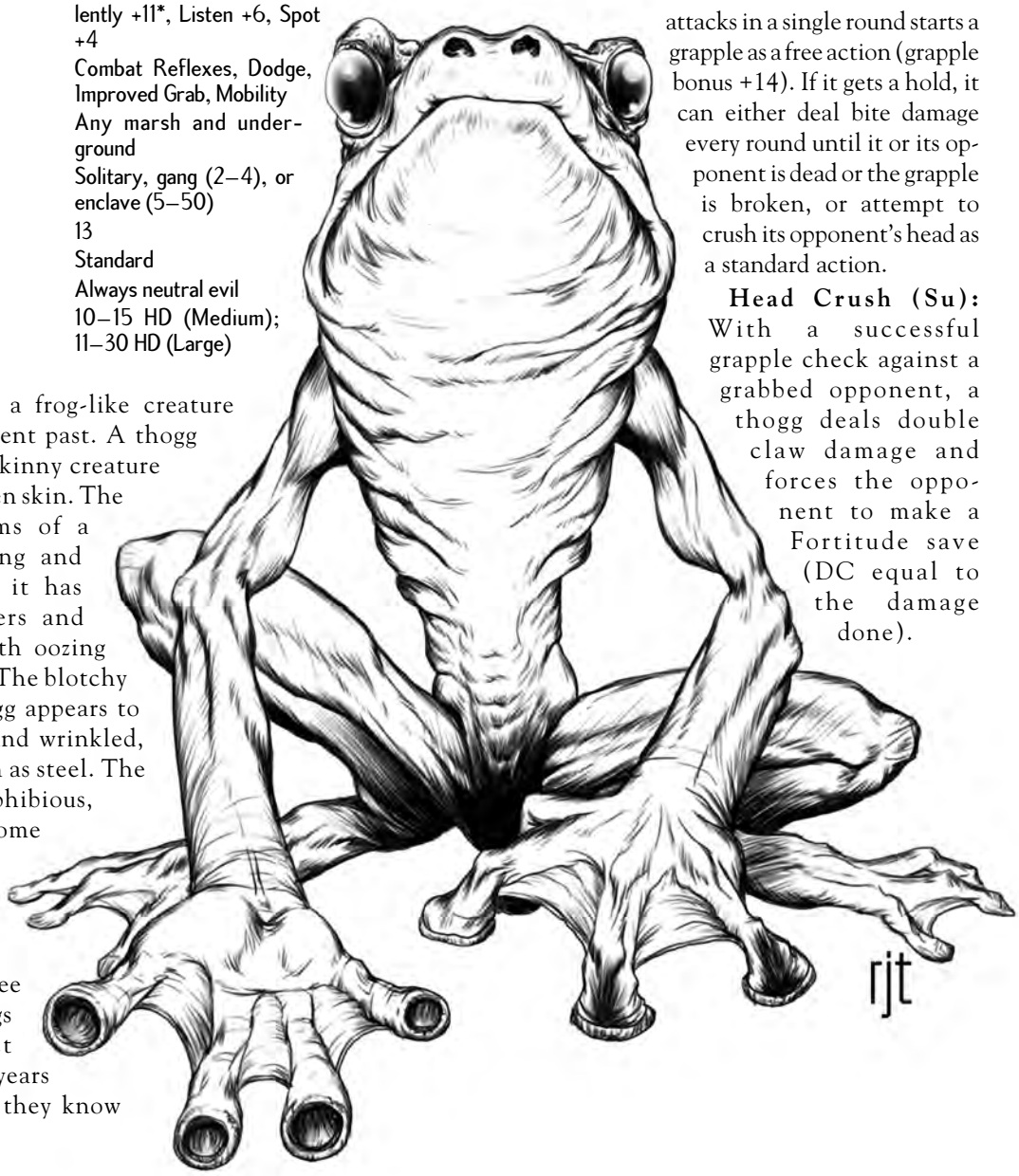
Thogg

Medium Aberration (Aquatic)

Hit Dice:	10d8+60 (105 hp)
Initiative:	+3
Speed:	30 ft. (6 squares), swim 40 ft.
AC:	21 (+3 Dex, +8 natural), touch 13, flat-footed 18
Base Attack/Grapple:	+7/+14
Attack:	Claw +14 melee (1d8+7)
Full Attack:	2 claws +14 melee (1d8+7), bite +9 melee (1d6+1 plus energy drain)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Improved grab, head crush, feed
Special Qualities:	DR 10/—, SR 25, resistances, wall crawl, ruse, darkvision 120 ft., immortal
Saves:	Fort +6, Ref +6, Will +9
Abilities:	Str 24, Dex 17, Con 22, Int 6, Wis 14, Cha 17
Skills:	Bluff +11*, Hide +12*, Move Silently +11*, Listen +6, Spot +4
Feats:	Combat Reflexes, Dodge, Improved Grab, Mobility
Environment:	Any marsh and underground
Organization:	Solitary, gang (2–4), or enclave (5–50)
Challenge Rating:	13
Treasure:	Standard
Alignment:	Always neutral evil
Advancement:	10–15 HD (Medium); 11–30 HD (Large)

A thogg is a frog-like creature from the ancient past. A thogg is a hairless, skinny creature with gray-green skin. The legs and arms of a thogg are long and slender, and it has webbed fingers and toes lined with oozing suction cups. The blotchy skin of a thogg appears to be withered and wrinkled, but is as tough as steel. The thogg are amphibious, and are as home in the water as they are on land.

Although most sages agree that the thoggs went extinct thousands of years ago, little do they know that there are isolated enclaves of this ancient race still alive in the world today. The thoggs live on, lurking in the inky subterranean darkness of vast cave complexes and deep in the unexplored reaches of stinking bogs. The disappearance of many an adventurer can be attributed to their accidentally disturbing the lair of a thogg.



Combat

A thogg that is aware of intruders into its domain will attempt to hide, using its skill and wall-crawling ability to best advantage. Once in melee a thogg flails with its powerful claws, attempting to crush the head of any opponent that gets too close.

Improved Grab (Ex): A thogg that hits an opponent its size or smaller with both claw attacks in a single round starts a grapple as a free action (grapple bonus +14). If it gets a hold, it can either deal bite damage every round until it or its opponent is dead or the grapple is broken, or attempt to crush its opponent's head as a standard action.

Head Crush (Su): With a successful grapple check against a grabbed opponent, a thogg deals double claw damage and forces the opponent to make a Fortitude save (DC equal to the damage done).

If the opponent fails the save, his head has been crushed. He drops to –1 hp and begins to die. An opponent reduced to 0 hp by the damage alone is instantly killed.

Energy Drain (Su): The bite of a thogg deals one negative level to its opponent. The Fortitude save to restore the lost level is DC 18.

Feed (Su): When a thogg slays a humanoid opponent, it can feed on the corpse, devouring both flesh and life force, as a full-round action. For every 5 HD or levels a thogg consumes, it gains 1 Hit Die. Feeding destroys the victim's body and prevents any form of raising or resurrection that requires part of the corpse. A *wish*, *miracle*, or *true resurrection* spell can restore a devoured victim to life, but there is a 50% chance that even such powerful magic will fail.

Resistances (Ex): A thogg has fire, cold, electricity, and sonic resistance 15.

Wall Crawl (Ex): The feet of a thogg are covered in suction cups like those of an octopus. It can move across any surface, including across ceilings, at its full movement rate without having to make a Climb check.

Ruse (Ex): A thogg can drop to all fours and settle its body in such a way that it is nearly indistinguishable from an otherwise normal giant frog. While a thogg is playing its ruse, only an opposed Knowledge (dungeoneering) check will allow a character to tell the difference between it and a "normal" giant frog. Rangers with Aberrations as a favored enemy may apply their favored enemy bonus to the roll.

Immortal: Although a thogg can be killed, it will never die of old age, starvation, or thirst.

Skills: *A thogg receives a +4 racial bonus to Hide and Move Silently checks, and a +8 to Bluff checks when pretending to be a giant frog.

Valkyrie

Medium Outsider (Extraplanar, Good)

Hit Dice:	8d8+24 (60 hp)
Initiative:	+2
Speed:	30 ft. (6 squares)
AC:	25 (+2 Dex, +2 natural, +7 *chainmail +2*, +4 *large steel shield +2*), touch 12, flat–footed 23
Base Attack/Grapple:	+8/+13
Attack:	*Holy keen longsword* +17 melee (1d8+8 plus 2d6 holy [crit 15–20]); or *holy composite longbow* +13 ranged (1d8+3 plus 2d6 holy)
Full Attack:	*Holy keen longsword* +17/+12 melee (1d8+8 plus 2d6 holy [crit 15–20]); or *holy composite longbow* +13/+8 ranged (1d8+3 plus 2d6 holy)
Space/Reach:	5 ft./5 ft.
Special Qualities:	Carrier of the dead, plane shift, celestial qualities
Saves:	Fort +9, Ref +8, Will +9
Abilities:	Str 20, Dex 15, Con 16, Int 14, Wis 16, Cha 18
Skills:	Diplomacy +15, Intimidate +15, Knowledge (any three) +13, Knowledge (arcana) +13, Listen +14, Search +13, Sense Motive +14, Spot +14
Feats:	Combat Expertise, Improved Critical (longsword), Weapon Focus (longsword)
Environment:	Any
Organization:	Solitary (Valkyrie plus celestial pegasus), or troupe (1d4 valkyries plus 1 celestial pegasus per valkyrie)
Challenge Rating:	6
Treasure:	Standard
Alignment:	Always neutral good
Advancement:	9–24 HD (Medium)

The valkyries are a unique species of Celestial that hail from Asgard. As servants and agents of Odin, the valkyries are dispatched into the Material Plane in order to shepherd the souls of deceased warriors into Valhalla. All valkyries ride celestial pegasi.

A valkyrie appears as a tall, beautiful blonde woman clad in glittering chain mail armor and a winged helm. She carries a shining longsword and round metal shield.

Combat

Although expert warriors in their own right, valkyries are hesitant to enter combat unless so ordered by Odin. It is their duty to carry the dead to Valhalla, not to engage in warfare with mortals. If pressed into combat a valkyrie is a worthy adversary, however. A valkyrie fights with a +3 holy keen longsword, or a +3 holy composite longbow.

Carrier of the Dead (Su): At will as a standard action, a valkyrie can collect person's spirit and lead him to Asgard. A valkyrie can only use this ability if the person is recently dead (within 1 day per HD of the valkyrie), died in combat, and was a worshipper of Odin. A valkyrie can collect 5 spirits per hit die. Unwilling spirits can make a Will save (DC 18) to resist being led to Asgard. A character whose spirit has been led to Asgard by a valkyrie cannot be raised or resurrected by any means short of intervention by Odin himself.

The death of a character who worships Odin has a chance of attracting a valkyrie equal to 5 times his level. The chance increases by 20% if the character was a barbarian or fighter, and 25% if he was a cleric of Odin. If the deceased was multiclassed, the percentages do not stack; use only the highest percentage value.

Plane Shift (Su): 1/day, a Valkyrie can *plane shift* between Asgard and the Material Plane.

Celestial Qualities: Tongues, immunities (electricity and petrification), resistances 20 (cold and acid), +4 save against poison, keen vision.

Pegasus, Celestial

Large Magical Beast

Hit Dice:	4d10+12 (34 hp)
Initiative:	+2
Speed:	60 ft. (10 squares), fly 120 ft. (average)
AC:	14 (–1 size, +2 Dex, +3 natural); touch 11, flat–footed 12
Base Attack/Grapple:	+4/+12
Attack:	Hoof +7 melee (1d6+4); or bite +7 melee (1d3+2)
Full Attack:	2 hooves +7 melee, bite +2 melee
Space/Reach:	5 ft. by 10 ft./5 ft.
Special Attacks:	Smite evil
Special Qualities:	Damage reduction 5/+1, SR 8, scent, spell–like abilities, resistances (acid, electricity, cold 5), darkvision 60 ft.
Saves:	Fort +7, Ref +6, Will +4
Abilities:	Str 18, Dex 15, Con 16, Int 10, Wis 13, Cha 13
Skills:	Listen +12, Sense Motive +7, Spot +12, Wilderness Lore +3
Feats:	Iron Will
Environment:	Temperate and warm forest
Organization:	Solitary, pair, or herd (6–10)
Challenge Rating:	4
Treasure:	None
Alignment:	Always chaotic good
Advancement:	5–8 HD (Large)

Similar to normal Pegasi, with a shiny silver coat and white wings, these majestic creatures are beautiful to behold.

Combat

Celestial pegasi attack in a manner identical to their terrestrial counterparts.

Smite Evil (Su): Once per day a celestial pegasus can make a normal attack to deal +4 points of bonus damage against an evil foe.

Spell-Like Abilities: Celestial pegasi can detect good and detect evil at will within a 60-yard radius, as the spells cast by a 5th–level sorcerer.

Skills: Pegasi receive a +4 racial bonus to Listen and Spot checks.

Templates

The following templates are used to create some of the creatures found beneath the City State.

Skeletal Thief (Template)

There is no honor among thieves, as the old saying goes, and this holds true even when a thief passes on. A skeletal thief is exemplary of this maxim.

The skeletal thief despises its still-living counterparts, and seeks to destroy thieves with every fiber of its essence. It is uncertain as to why the passage into undeath causes a skeletal thief such hatred. Perhaps it is envy, perhaps not. The only certain thing about a skeletal thief is that it will stop at nothing to stalk and kill living thieves. All of its skills and abilities are bent to the task of seeking out thieves and ensuring their demise.

Skeletal thieves are intelligent, and will attempt to communicate with any non-rogue they encounter. The voice of a skeletal thief is harsh and whispery, and when it speaks of thieves the hatred in its voice is readily apparent.

Creating a Skeletal Thief

"Skeletal thief" is a template that can be applied to any character with at least one level in the rogue class that has been killed by a skeletal thief (hereafter referred to as the "base character"). Its type changes to Undead, and it uses all the special abilities and ability scores of the base character, except as noted here.

Hit Dice: As base character, increase to d12.

Initiative: As base character, increased by 2 to reflect increased Dexterity.

Speed: As base character +10 ft.

AC: A skeletal thief has a natural armor value of +4 or that of the base character, whichever is greater.

Attacks: A skeletal thief has two claw attacks, the base attack bonus of which is equal to that of the base character. A skeletal thief that is using weapons cannot use its claw attacks.

Damage: A skeletal thief has claw attacks. Use the table below to determine the base damage for a skeletal thief's claws.

Size	Damage
Fine	1
Diminutive	1d2
Tiny	1d3
Small	1d4
Medium-size	1d6
Large	2d4
Huge	2d6
Gargantuan	2d8
Colossal	2d10

Space/Reach: Same as base character.

Special Attacks: A skeletal thief uses all the special attacks of the base character, and gains the following. The save DC (where applicable) is equal to 10 + the skeletal thief's HD + the skeletal thief's Charisma modifier.

Fear Gaze (Su): Any creature meeting the gaze of a skeletal thief must make a Will save or be paralyzed with fear. This paralysis lasts until the save is made or until the destruction of the skeletal thief. Any opponent that makes the initial save is immune to that skeletal thief's fear gaze for 1 day.

Create Spawn (Su): A character with at least 1 level in the rogue class that is killed by a skeletal thief will rise as a free-willed skeletal thief within 1d3 days unless *bless* is cast on the body.

Special Qualities: A skeletal thief uses all the special qualities of the base character, and gains the following. The save DC (where applicable) is equal to 10 + the skeletal thief's HD + the skeletal thief's Charisma modifier.

Uncanny Stealth (Su): A skeletal thief has a +10 racial bonus to Move Silently checks.

Saves: As the base character, adjusted for changes in ability scores.

Abilities: Dex +4, Con —

Skills: As the base character, adjusted for changes in ability scores.

Feats: As the base character, adjusted for changes in ability scores.

Environment: Any

Organization: Solitary or gang (2d4)

Challenge Rating: As base character +1.

Treasure: Standard.

Alignment: Any evil.

Advancement: As a character. Skeletal thieves can only advance in the rogue class.

Sample Skeletal Thieves

The following sample skeletal thieves use Human rogues of levels 1–10 as the base characters.

Skeletal thief, Male or Female Human Rog1: CR 2; SZ M Undead; HD 1d12; hp 6; Init +5; Spd 40 ft.; AC 21 (+5 Dex, +2 leather armor, +4 natural); touch 15, flat-footed 16; BAB/Grap +0/+0; Atk +0 melee (1d6, short sword, 19–20/x2); Full Atk +0 melee (1d6, short sword, 19–20/x2) 0r +0 melee [2] (1d6, claw) or +5 ranged (1d6, short bow, crit x3, range 60 ft.); SA sneak attack (+1d6), fear gaze (Will save DC 10), create spawn; SQ

uncanny stealth, trapfinding, undead; AL NE; SV Fort +0, Ref +7, Will –1; Str 11, Dex 20, Con —, Int 11, Wis 9, Cha 10.

Skills: Climb +4, Disable Device +4, Hide +9, Listen +4, Move Silently +19, Open Lock +9, Search +4, Sleight of Hand +9, Spot +4. *Feats:* Dodge, Mobility.

Skeletal thief, Male or Female Human Rog2: CR 3; SZ M Undead; HD 2d12; hp 13; Init +5; Spd 40 ft.; AC 21 (+5 Dex, +2 leather armor, +4 natural); touch 15, flat-footed 16; BAB/Grap +1/+1; Atk +1 melee (1d6, short sword, 19–20/x2); Full Atk +1 melee (1d6, short sword, 19–20/x2) 0r +1 melee [2] (1d6, claw) or +6 ranged (1d6, short bow, crit x3, range 60 ft.); SA sneak attack (+1d6), fear gaze (Will save DC 10), create spawn; SQ evasion, uncanny stealth, trapfinding, undead; AL NE; SV Fort +0, Ref +8, Will –1; Str 11, Dex 20, Con —, Int 11, Wis 9, Cha 10.

Skills: Climb +5, Disable Device +5, Hide +10, Listen +5, Move Silently +20, Open Lock +10, Search +5, Sleight of Hand +10, Spot +5. *Feats:* Dodge, Mobility.

Skeletal thief, Male or Female Human Rog3: CR 4; SZ M Undead; HD 3d12; hp 19; Init +5; Spd 40 ft.; AC 21 (+5 Dex, +2 leather armor, +4 natural); touch 15, flat-footed 16; BAB/Grap +2/+2; Atk +7 melee (1d6, short sword, 19–20/x2); Full Atk +7 melee (1d6, short sword, 19–20/x2) 0r +2 melee [2] (1d6, claw) or +7 ranged (1d6, short bow, crit x3, range 60 ft.); SA sneak attack (+2d6), fear gaze (Will save DC 11), create spawn; SQ evasion, uncanny stealth, trap sense +1, trapfinding, undead; AL NE; SV Fort +1, Ref +8, Will +0; Str 11, Dex 20, Con —, Int 11, Wis 9, Cha 10.

Skills: Climb +6, Disable Device +6, Hide +11, Listen +6, Move Silently +21, Open Lock +11, Search +6, Sleight of Hand +11, Spot +6. *Feats:* Dodge, Mobility, Weapon Finesse (short sword).

Skeletal thief, Male or Female Human Rog4: CR 5; SZ M Undead; HD 4d12; hp 26; Init +5; Spd 40 ft.; AC 21 (+5 Dex, +2 leather armor, +4 natural); touch 15, flat-footed 16; BAB/Grap +3/+3; Atk +8 melee (1d6, short sword, 19–20/x2); Full Atk +8 melee (1d6, short sword, 19–20/x2) 0r +3 melee [2] (1d6, claw) or +8 ranged (1d6, short bow, crit x3, range 60 ft.); SA sneak attack (+2d6), fear gaze (Will save DC 12), create spawn; SQ evasion, uncanny dodge, uncanny stealth, trap sense +1,

trapfinding, undead; AL NE; SV Fort +1, Ref +9, Will +0; Str 11, Dex 20, Con —, Int 11, Wis 9, Cha 10.

Skills: Climb +7, Disable Device +7, Hide +12, Listen +7, Move Silently +22, Open Lock +12, Search +7, Sleight of Hand +12, Spot +7. *Feats:* Dodge, Mobility, Weapon Finesse (short sword).

Skeletal thief, Male or Female Human Rog5: CR 6; SZ M Undead; HD 5d12; hp 32; Init +5; Spd 40 ft.; AC 21 (+5 Dex, +2 leather armor, +4 natural); touch 15, flat-footed 16; BAB/Grap +3/+3; Atk +8 melee (1d6, short sword, 19–20/x2); Full Atk +8 melee (1d6, short sword, 19–20/x2) 0r +3 melee [2] (1d6, claw) or +8 ranged (1d6, short bow, crit x3, range 60 ft.); SA sneak attack (+3d6), fear gaze (Will save DC 12), create spawn; SQ evasion, uncanny dodge, uncanny stealth, trap sense +1, trapfinding, undead; AL NE; SV Fort +1, Ref +9, Will +0; Str 11, Dex 20, Con —, Int 11, Wis 9, Cha 10.

Skills: Climb +8, Disable Device +8, Hide +13, Listen +8, Move Silently +23, Open Lock +13, Search +8, Sleight of Hand +13, Spot +8. *Feats:* Dodge, Mobility, Weapon Finesse (short sword).

Skeletal thief, Male or Female Human Rog6: CR 7; SZ M Undead; HD 6d12; hp 39; Init +5; Spd 40 ft.; AC 21 (+5 Dex, +2 leather armor, +4 natural); touch 15, flat-footed 16; BAB/Grap +4/+4; Atk +9 melee (1d6, short sword, 19–20/x2); Full Atk +9 melee (1d6, short sword, 19–20/x2) or +7 primary +7 secondary melee (two-weapon) 0r +4 melee [2] (1d6, claw) or +9 ranged (1d6, short bow, crit x3, range 60 ft.); SA sneak attack (+3d6), fear gaze (Will save DC 13), create spawn; SQ evasion, uncanny dodge, uncanny stealth, trap sense +2, trapfinding, undead; AL NE; SV Fort +2, Ref +10, Will +1; Str 11, Dex 20, Con —, Int 11, Wis 9, Cha 10.

Skills: Climb +9, Disable Device +9, Hide +14, Listen +9, Move Silently +24, Open Lock +14, Search +9, Sleight of Hand +14, Spot +9. *Feats:* Dodge, Mobility, Two-Weapon Fighting, Weapon Finesse (short sword).

Skeletal thief, Male or Female Human Rog7: CR 8; SZ M Undead; HD 7d12; hp 45; Init +5; Spd 40 ft.; AC 21 (+5 Dex, +2 leather armor, +4 natural); touch 15, flat-footed 16; BAB/Grap +5/+5; Atk +10 melee (1d6, short sword, 19–20/x2); Full Atk +10 melee (1d6, short sword, 19–20/x2) or +8 primary +8 secondary melee (two-weapon) 0r +5 melee [2] (1d6, claw) or +10 ranged (1d6, short bow, crit x3, range 60 ft.); SA sneak attack (+4d6), fear gaze (Will save DC 13), create spawn; SQ evasion, uncanny dodge, uncanny stealth, trap sense +2, trapfinding, undead; AL NE; SV Fort +2, Ref +10, Will +1; Str 11, Dex 20, Con —, Int 11, Wis 9, Cha 10.

Skills: Climb +10, Disable Device +10, Hide +15, Listen +10, Move Silently +25, Open Lock +15, Search +10, Sleight of Hand +15, Spot +10. *Feats:* Dodge, Mobility, Two-Weapon Fighting, Weapon Finesse (short sword).

Skeletal thief, Male or Female Human Rog8: CR 9; SZ M Undead; HD 8d12; hp 52; Init +5; Spd 40 ft.; AC 21 (+5 Dex, +2 leather armor, +4 natural); touch 15, flat-footed 16; BAB/Grap +6/+6; Atk +11 melee (1d6, short sword, 19–20/x2); Full Atk +11/+6 melee (1d6, short sword, 19–20/x2) or +9/+4 primary +9 secondary melee (two-weapon) 0r +6 melee [2] (1d6, claw) or +11/+6 ranged (1d6, short bow, crit x3, range 60 ft.); SA sneak attack (+4d6), fear gaze (Will save DC 14), create spawn; SQ evasion, improved uncanny dodge, uncanny stealth, trap sense +2, trapfinding, undead; AL NE; SV Fort +2, Ref +11, Will +1; Str 11, Dex 20, Con —, Int 11, Wis 9, Cha 10.

Skills: Climb +11, Disable Device +11, Hide +16, Listen +11, Move Silently +26, Open Lock +16, Search +11, , Sleight of Hand +16, Spot +11. *Feats:* Dodge, Mobility, Two-Weapon Fighting, Weapon Finesse (short sword).

Skeletal thief, Male or Female Human Rog9: CR 10; SZ M Undead; HD 9d12; hp 58; Init +5; Spd 40 ft.; AC 21 (+5 Dex, +2 leather armor, +4 natural); touch 15, flat-footed 16; BAB/Grap +6/+6; Atk +11 melee (1d6, short sword, 19–20/x2); Full Atk +11/+6 melee (1d6, short sword, 19–20/x2) or +9/+4 primary +9/+4 secondary melee (two-weapon) 0r +6 melee [2] (1d6, claw) or +11/+6 ranged (1d6, short bow, crit x3, range 60 ft.); SA sneak attack (+5d6), fear gaze (Will save DC 14), create spawn; SQ evasion, improved uncanny dodge, uncanny stealth, trap sense +3, trapfinding, undead; AL NE; SV Fort +3, Ref +11, Will +2; Str 11, Dex 20, Con —, Int 11, Wis 9, Cha 10.

Skills: Climb +12, Disable Device +12, Hide +17, Listen +12, Move Silently +27, Open Lock +17, Search +12, Sleight of Hand +17, Spot +12. *Feats:* Dodge, Mobility, Improved Two-Weapon Fighting, Two-Weapon Fighting, Weapon Finesse (short sword).

Skeletal thief, Male or Female Human Rog10: CR 11; SZ M Undead; HD 10d12; hp 65; Init +5; Spd 40 ft.; AC 21 (+5 Dex, +2 leather armor, +4 natural); touch 15, flat-footed 16; BAB/Grap +7/+7; Atk +12 melee (1d6, short sword, 19–20/x2); Full Atk +12/+7 melee (1d6, short sword, 19–20/x2) or +10/+5 primary +10/+5 secondary melee (two-weapon) 0r +7 melee [2] (1d6, claw) or +12/+7 ranged (1d6, short bow, crit x3, range 60 ft.); SA sneak attack (+5d6), fear gaze (Will save DC 15), create spawn; SQ evasion, improved uncanny dodge, special ability (improved evasion), uncanny stealth, trap sense +3, trapfinding, undead; AL NE; SV Fort +3, Ref +12, Will +2; Str 11, Dex 20, Con —, Int 11, Wis 9, Cha 10.

Skills: Climb +13, Disable Device +13, Hide +18, Listen +13, Move Silently +28, Open Lock +18, Search +13, Sleight of Hand +18, Spot +13. *Feats:* Dodge, Mobility, Improved Two-Weapon Fighting, Two-Weapon Fighting, Weapon Finesse (short sword).

Wraith Spider (Template)

Despite their name, wraith spiders are not undead.

Occasionally, a male phase spider will stumble into the lair of a female monstrous spider and the two will mate. Usually, this mating does not create any viable offspring because of the disparate natures of the parents. On rare occasions, however, the female does produce eggs that survive and eventually hatch. These crossbred creatures are wraith spiders. The phase spider is always the male parent in such cases, as female phase spiders only mate in the ethereal plane. If approached by a monstrous spider male, the female phase spider simply vanishes into the ethereal plane to escape.

Like their phase spider father wraith spiders have a strong connection to the ethereal plane. They cannot initiate the *ethereal jaunt* of their magical parent, however, and exist in a strange border between the ethereal and prime planes. They are semi-incorporeal creatures, and parts of their bodies flicker in and out of the prime plane and the ethereal plane at random intervals. The wraith spider has just enough control over this flickering effect to allow it to attack corporeal opponents in the prime plane when it chooses to do so.

Creating a Wraith Spider

"Wraith spider" is a template that can be applied to any monstrous spider that is Medium-, Large, or Huge (hereafter referred to as the "base spider"). Its type changes to "magical beast" and it gains the subtype incorporeal. It uses all the base spider's special abilities and ability scores except as noted here.

Hit Dice: Increase to d10.

Initiative: Same as base spider.

Speed: Same as base spider.

AC: Since they are incorporeal, wraith spiders have no natural armor bonus, and have a deflection bonus to AC equal to +1 (the minimum allowable deflection bonus).

Attacks: Same as base spider, recalculated as a magical beast. Magical beasts uses the fighter progression for base attack bonus (base attack bonus equal to hit dice).

Damage: Same as base spider.

Space/Reach: Same as base spider.

Special Attacks: A wraith spider uses all the special attacks of the base spider, except as noted here.

Poison (Ex): The venom of a wraith spider is slightly weaker than that of its monstrous spider parent. Use the vermin poison table in the MM, but reduce the Fortitude DC by 1.

Special Qualities: A wraith spider uses all the special qualities of the base spider, except as noted here.

Semi-Incorporeal: Can be harmed only by other incorporeal or ethereal creatures, +1 or better magic weapons, or magic, with a 20% chance to ignore any damage from a corporeal source. Can pass through solid objects at will, and own attacks pass through armor. Always moves silently. An ethereal opponent ignores this ability.

Saves: As a magical beast. Magical beasts have Fortitude and Reflex as their high save.

Abilities: Str +2, Con +2, Int 3, Cha 6

Skills: Same as base spider, recalculated to account for changes in ability scores.

Feats: All wraith spiders have the Improved Initiative feat. Huge wraith spiders also have Combat Reflexes.

Environment: Same as base spider.

Organization: Same as base spider.

Challenge Rating: Same as base spider +1.

Treasure: Same as base spider.

Alignment: Same as base spider.

Advancement: Same as base spider.

Sample Wraith Spiders

These sample wraith spiders use Medium, Large, and Huge monstrous spiders as the base creatures.

Wraith Spider, Medium

Medium Magical Beast (Incorporeal)

Hit Dice:	2d10+4 (15 hp)
Initiative:	+7
Speed:	30 ft. (6 squares), climb 20 ft. (40 ft., climb 20 ft.)
AC:	14 (+3 Dex, +1 deflection); touch 13, flat–footed 11
Base Attack/Grapple:	+2/+3
Attack:	Bite +3 melee (1d6+1 and poison)
Full Attack:	Bite +3 melee (1d6+1 and poison)
Space/Reach:	5 ft./5 ft.
Special Attacks:	Poison, web
Special Qualities:	Semi–incorporeal
Saves:	Fort +5, Ref +6, Will +0
Abilities:	Str 13, Dex 17, Con 14, Int 3, Wis 10, Cha 6
Skills:	Climb +13, Hide +10, Jump +!, Spot +7
Feats:	Improved Initiative
Environment:	Temperate and warm land
Organization:	Solitary or colony (1d4+1)
Challenge Rating:	2
Treasure:	1/10 coins; 50% goods; 50% items
Alignment:	Always neutral
Advancement:	3 HD (Medium)

Wraith Spider, Large

Large Magical Beast

Hit Dice:	4d10+8 (30 hp)
Initiative:	+7
Speed:	30 ft. (6 squares), climb 20 ft. (40 ft., climb 20 ft.)
AC:	13 (–1 size, +3 Dex, +1 deflection); touch 12, flat–footed 10
Base Attack/Grapple:	+4/+11
Attack:	Bite +6 melee (1d8+4 and poison)
Full Attack:	Bite +6 melee (1d8+4 and poison)
Space/Reach:	10 ft./5 ft.
Special Attacks:	Poison, web
Special Qualities:	Semi–incorporeal
Saves:	Fort +6, Ref +7, Will +1
Abilities:	Str 17, Dex 17, Con 14, Int 3, Wis 10, Cha 6
Skills:	Climb +15, Hide +6, Jump +3, Spot +7
Feats:	Improved Initiative
Environment:	Temperate and warm land
Organization:	Solitary or colony (1d4+1)
Challenge Rating:	3
Treasure:	1/10 coins; 50% goods; 50% items
Alignment:	Always neutral
Advancement:	6–9 HD (Large)

Wraith Spider, Huge

Huge Magical Beast

Hit Dice:	10d10+20 (75 hp)
Initiative:	+7
Speed:	30 ft. (6 squares), climb 20 ft. (40 ft., climb 20 ft.)
AC:	12 (–2 size, +3 Dex, +1 deflection); touch 11, flat–footed 9
Base Attack/Grapple:	+10/+23
Attack:	Bite +13 melee (2d6+7 and poison)
Full Attack:	Bite +13 melee (2d6+7 and poison)
Space/Reach:	15 ft./10 ft.
Special Attacks:	Poison, web
Special Qualities:	Semi–Incorporeal
Saves:	Fort +9, Ref +10, Will +3
Abilities:	Str 21, Dex 17, Con 14, Int 3, Wis 10, Cha 6
Skills:	Climb +17, Hide +2, Jump +5, Spot +7
Feats:	Combat Reflexes, Improved Initiative
Environment:	Temperate and warm land and underground
Organization:	Solitary or colony (1d4+1)
Challenge Rating:	5
Treasure:	1/10 coins; 50% goods; 50% items
Alignment:	Always neutral
Advancement:	11–23 HD (Huge)

APPENDIX FOUR: WHERE IN THE CITY STATE?

STREET INDEX

Barter Street 41
Beggar's Street 41
Belfry Street 41
Brazier Street 41
By-Water Road 41
Caravan Street 41
Caravan Street, Alley South of 42
Constable's Street 42
Crafts, Street of 42
Cross Road 42
Cutpurse Row 42
Damp Street 42
Dim Street 42
Dead-Broke Street 42
End Gate Road 42
Festival Street 42
Fog Street 42
Grimy Street 43
Guardsman's Road 43
Haggle Street 43
Hazy Street 43
Hedonist Street 44
Maelstroms, Street of 44
Muggy Street 44
Murky Street 44
Old South Road 44
Ox-Cart Road 44
Plaza of Profuse Pleasures 44
Prefect Street 44
Regal Street 44
Scud Street 45
Sea Brigand's Street 45
Shadows, Street of 45
Shady Street 45
Silk Merchant Street 45
Silver Street 45
Slash Street 45
Slave Market Plaza 45
Tempest Street 46
Temple Street 46
Twilight Road 46
Wailing Street 46
Wall Street 46
Water Rat Road 46

TAVERNS AND INNS

Balor's Eye, The 47
Bellowdeck's Inn 82
Bloody Foam Saloon 114
Bloody Tusk Banquet Hall 53
Blue Dolphin Inn 55
Boars Head Tavern 91
Bonny Black Bear Inn 71
Crummy Crab Inn 118
Crystal Flagon Banquet Hall 80
Cup & Dragon 107
Cut-Throat Inn 82
Delphia's Delight 96
Dewy Dryad 106
Drunken Reveler, The 103
Firedrake Mead Hall 110
First Born Inn 129
Flipping Frog Tavern 56
Glutton and Gore 88
Gouge Eye Inn 86

Green Goblin Inn 101
Grub & Grunt 110
Guided Abyss 64
Kick's Tavern 50
Last Ale Inn 87
Light Gale Inn 106
Mead Hall 123
Mermaid Tavern 86
Mindwarp Alehouse 114
Morkoth Saloon 129
Oarlock's Up 79
Pig and Whistle 94
Pirate's Cove Inn 105
Prancing Ki-rin Saloon 79
Red Axe Inn 94
Red Pearl Inn 129
Root Hog Tavern 87
Sail Bar 131
Scholars' Inn 91
Sea Food Hearth 132
Sea Nymph Inn 132
Sea Rover Tavern 128
Seahawk Tavern 100
She Devil Tavern 102
Silver Eel Inn 79
Silver Goblet, The 49
Singing Squid Tavern 57
Starfish Tavern 61
Stronsa Saloon 129
Sword-Rat Resthouse 106
Tanglebones Tavern 82
Tripping Trident Tavern 50
Velvet Bed or Table 96
Wanderer's Inn 113
Water Dog Flop House 100
Wayfarer's Inn 74
Werelord Tavern 95
White Wake Inn 63
Wild Surf Tavern 53
Wild-Boar Tavern 107

Temples

Hellbridge Temple 104, 170
Sea God Temple 92
Temple of Harmakhis 102, 154, 157
Temple of Odin 102, 154, 156
Temple of Pegana, The 124, 178
Temple of the Gargoyle 114
Temple of the Spider-God 99, 200
Temple of the Toad 59
Temple of Thoth the Terrible 103, 154

Alphabetical Listing of All Locations

A

Accountant 112
Admiral 130
Ale 54
Ale Shop 50
Alley Butcher 87
Anchor Shop 130
Armorer 54, 87, 92,93, 101
Artillery Man 70
Artist 86
Assassins' Guild 81

B

Bachelor's Club 121
Baker 58, 71, 77, 93
Balor's Eye, The 47
Banneret's Club 121
Barbarian Shop 109
Barber 83
Barracks, 4th Co. 81
Barracks, 5th Co. 94
Barracks, 6th Co. 133
Barracks, 7th Co. 86
Barrack Marine 132
Barracks 96
Barracks Reserve 68
Barrel Maker 131
Bazaar 59, 110, 115
Bear Trainer 53
Beat-A-Slave 88
Beggar's Guild 52
Bell Tower 70, 106
Bellowdeck's Inn 82
Bloody Foam Saloon 114
Bloody Tusk Banquet Hall 53
Blue Dolphin Inn 55
Boar's Head Tavern 91
Boatmaker 70
Bonny Black Bear Inn 71
Boot & Strap 48
Brass Bazaar 111
Bureaucrat 112
Burial Grounds, The 134, 206
Butcher 61,72
By-Water Bath 60

C

Cages 59
Candle Maker 127
Candle Shop 54, 55
Canon Court 98
Carnival of Memories 97
Carpenter 52, 130
Carpet Shop 124
Carpets 76
Carver 53
Casks 75
Catapultist 70
Cavalry Club 119
Cavalry Stable 123
Chain Shop 127
Chainmail Shop 55
Chains & Locks 76
City Jail 68, 139
Clay Pots 78
Cleric Club 123
Clerk 57
Cloaks and Tunics 75
Coin Changer 94
Concubines 73
Constable's Barracks 49
Cook 50, 106, 126
Courtesan 63, 119
Crummy Crab Inn 118
Cryptic Citadel, The 134
Crystal Flagon Banquet Hall 80
Cup & Dragon 107
Cut-Throat Inn 82

D

Dancer 93
Dancers 96
Debtor's Prison 113
Delphia's Delight 96
Despot Ruins, The 134, 194
Dewy Dryad 106
Diver for Hire 128
Dog Trainer 73
Drunken Reveler, The 103
Dyer 126

E

End Gate 83
Engineer 133
Exotic Food Shop 77

F

Fairbeard's Bakery 112
Fear Shop 88
Ferd Ferry 128
Fetish Shop 89
Firedrake Mead Hall 110
First Born Inn 129
Fisher 57, 63, 83, 128
Flesh Shop 88
Fletcher 87
Flipping Frog Tavern 56
Flower & Feather Shop 85
Foot Soldiers' Club 91
Forester 71
Fortune Teller 91
Funeral Parlor 62
Fur Shop 96

G

Gaming House 50
Gate of the Gods 99
Gatekeeper 53, 99
General 61
Ghost Chaser 71
Glass 63, 76
Glassblower 52
Glovemaker 51
Glutton & Gore 88
Goldsmith 119, 124
Gouge Eye Inn 86
Government Bureau 104
Green Goblin Inn 101
Grocery 93
Grub & Grunt 110
Guard's 115
Guest Manor 115
Guided Abyss 64

H

Hangman 72
Happy Harpy 84
Hellbridge Temple 104, 170
Horse Market 89
Horse Trainer 83
Hot House 90
Hunter 127

I

Ink 126
Insect Shop 62

J

Jeweler 115, 126

K

Kick's Tavern 50
Knights of the Realm 120
Knights' Quarters 120

L

Lamp & Oil 86
Lamplighter 71
Lamps 78
Lancer's Club 73
Lantern Shop 71
Last Ale Inn 87
Laundry 131
Light Gale Inn 106
Litigation Tricksters Guild 107
Loan Shark 112
Locks 50
Low Court 98
Lust Shop 111

M

Magistrate's Daughter 78
Magistrate's Residence 79
Marble Hall 113
Marine Barracks 101, 131
Marine Captain 130
Masher's Gaming House 106
Mask Maker 83
Master of Monks 99
Mead Hall 123
Mercenary Guild 108
Merchant Court 98
Merchant Sheriff 91
Merchant's Guild 108
Mermaid Tavern 86
Messy Massage 51
Mindwarp Alehouse 114
Minstrels 111
Money Changer 109
Money-Lender 110
Morkoth Saloon 129
Mouser 52
Movert Bath 93
Music Shop 84

N

Naughty Nannies 85
Net Maker 129
Nets 132
Noble Playhouse 84

O

Oarlock's Up 79
Oil 77
Open Market 95
Orator 82
Overlord's Warehouse 58

P

Paddock 127
Park of Obscene Statues 97
Patrician Theater 84, 227
Perfumer 119, 124
Pet Shop 56
Phrenologist 49
Pig & Whistle 94
Pirate's Cove Inn 105
Plant Shoppe 95
Play Author 71
Pleasure Dome 51
Poet 72, 82
Potter 61, 68, 106
Prancing Ki-Rin Saloon 79
Puppet Shop 88

R

Racketeer 56
Red Axe Inn 94
Red Pearl Inn 129
Rent-A-Slave 96
Root Hog Tavern 87
Rope 87
Rope Maker 61, 93, 129
Royal Barracks 121
Royal Cavalry 122
Royal Court 98

S

Saddle Shop 54, 127
Saddler 96
Sage's Guild 116
Sail Bar 131
Sail Maker 56, 129, 131, 132
Sailor 59, 60, 118
Sarcophagus of Admiral Pik 130
Scholars' Inn 91
School of Ancient Knowledge 64, 232
School of Bards 83

Scribe 75, 132
Sea Captain 59, 132
Sea Food Hearth 132
Sea God Temple 92
Sea Nymph Inn 132
Sea Rover Tavern 128
Seahawk Tavern 100
Seal Maker 49
She-Devil Tavern 102
Shield Maker 63
Ship Magnate 128
Shipbuilder 128, 131
Siege Engineer 70
Silver Eel Inn 79
Silver Goblet, The 49
Silverlight Palace 115
Silversmith 78
Singing Squid Tavern 57
Slave Fire Brigade 87
Slave Master's Guild 127
Slaver 70, 82
Smith 54, 73, 83, 86, 87, 91
Smith in Rear 56
Soldier 71
Sorcerer's Supply House 101
Southern Keep 133
Spear & Shield 52
Spears 60, 73
Squires and Pages 119
Stable 81, 93
Starfish Tavern 61
Street Scoopers 102
Stronsa Saloon 129
Summer Palace 120
Sword Maker 58, 114
Sword-Rat Resthouse 106

T

Tailor 76
Tanglebones Tavern 82
Tanner 63, 77
Tapestry 108
Tar Shop 128
Tattoo Shop 105
Tax Collector 100, 110
Taxidermist 129
Temple of Harmakhis 102, 154, 157
Temple of Odin 102, 154, 156
Temple of Pegana, The 124, 178
Temple of the Gargoyle 114
Temple of the Spider-God 99, 200
Temple of the Toad 59
Temple of Thoth the Terrible 103, 154
Thieves' Guild 80, 185
Tinsmith 78
Tomb, The 206
Torch Maker 127
Torture Shop 89
Tracker 127
Travel Agency 73
Tripping Trident Tavern 50

V

Velvet Bed or Table 96

W

Wall Captain 53, 81, 92, 94, 133
Wanderer's Inn 113
War Council 123
Warehouse 57, 106
Watch Tower, The 134, 217
Water Dog Flop House 100
Wayfarer's Inn 74
Weaver 72
Werelord Tavern 95
Wheelwright 133
Whips 59, 77
White Wake Inn 63
Wigs 88
Wild Surf Tavern 53
Wild-Boar Tavern 107
Wine 76
Wine Shop 57, 61, 63
Winery 111
Wizard's Keep 133

By Location Number

#	Location	Page#
13	The Balor's Eye	47
14	Boot & Strap	48
15	Seal Maker	49
16	Constable's Barracks	49
17	The Silver Goblet	49
18	Phrenologist	49
19	Gaming House	50
20	Locks	50
21	Kick's Tavern	50
22	Ale Shop	50
23	Tripping Trident Tavern	50
24	Cook	50
25	Messy Massage	51
26	Glovemaker	51
27	Pleasure Dome	51
28	Spear & Shield	52
29	Mouser	52
30	Beggar's Guild	52
31	Carpenter	52
32	Glassblower	52
33	Carver	53
34	Wild Surf Tavern	53
35	Bear Trainer	53
36	Gatekeeper	53
37	Wall Captain	53
38	Bloody Tusk Banquet Hall	53
39	Armorer	54
40	Candle Shop	54
41	Ale	54
42	Saddle Shop	54
43	Smith	54
44	Chainmail Shop	55
45	Candle Shop	55
46	Blue Dolphin Inn	55
47	Smith in Rear	56
48	Racketeer	56
49	Flipping Frog Tavern	56
50	Sailmaker	56
51	Pet Shop	56
52	Wine Shop	57
53	Clerk	57
54	Fisher	57
55	Singing Squid Tavern	57
56	Warehouse	57
57	Sword Maker	58
58	Baker	58
59	Overlord's Warehouse	58
60	Sailor	59
61	Whips	59
62	Cages	59
63	Bazaar	59
64	Sea Captain	59
65	Temple of the Toad	59
66	Spears	60
67	By-Water Bath	60
68	Sailor	60
69	Butcher	61
70	Rope Maker	61
71	Starfish Tavern	61
72	Potter	61
73	General	61
74	Wine Shop	61
75	Insect Shop	62
76	Funeral Parlor	62
77	Glass	63
78	Tanner	63
79	Courtesan	63
80	Fisher	63
81	Wine Shop	63
82	Shield Maker	63
83	White Wake Inn	63
84	Guided Abyss	64
85	School of Ancient Knowledge	64, 232
86	Barracks Reserve	68
87	Potter	68
88	City Jail	68, 139
89	Slaver	70
90	Bell Tower	70
91	Artillery Man	70
92	Catapultist	70
93	Boatmaker	70
94	Siege Engineer	70
95	Bonny Black Bear Inn	71
96	Lantern Shop	71
97	Ghost Chaser	71
98	Play Author	71
99	Baker	71
100	Soldier	71
101	Forester	71
102	Lamplighter	71
103	Butcher	72
104	Hangman	72
105	Weaver	72
106	Poet	72
107	Dog Trainer	73
108	Smith	73
109	Concubines	73
110	Lancer's Club	73
111	Travel Agency	73
112	Spears	73
113	Wayfarer's Inn	74

114	Scribe	75
115	Casks	75
116	Cloaks and Tunics	75
117	Tailor	76
118	Wine	76
119	Glass	76
120	Carpets	76
121	Chains & Locks	76
122	Oil	77
123	Baker	77
124	Tanner	77
125	Whips	77
126	Exotic Food Shop	77
127	Lamps	78
128	Clay Pots	78
129	Tinsmith	78
130	Silversmith	78
131	Magistrate's Residence	78
132	Magistrate's Daughter	79
133	Oarlock's Up	79
134	Silver Eel Inn	79
135	Prancing Ki-Rin Saloon	79
136	Thieves' Guild	80, 185
137	Crystal Flagon Banquet Hall	80
138	Barracks, 4th Company	81
139	Wall Captain	81
140	Stable	81
141	Assassins' Guild	81
142	Tanglebones Tavern	82
143	Bellowdeck's Inn	82
144	Cut-Throat Inn	82
145	Slaver	82
146	Poet	82
147	Orator	82
148	Poet	82
149	Smith	83
150	Smith	83
151	Fisher	83
152	Barber	83
153	Horse Trainer	83
154	End Gate	83
155	Mask Maker	83
156	School of Bards	84
157	Noble Playhouse	84
158	Patrician Theater	84, 227
159	Music Shop	84
160	Happy Harpy	84
161	Naughty Nannies	85
162	Flower & Feather Shop	85
163	Artist	86
164	Lamp & Oil	86
165	Mermaid Tavern	86
166	Smith	86
167	Gouge Eye Inn	86
168	7th Company Barracks	86
169	Fletcher	87
170	Last Ale Inn	87
171	Root Hog Tavern	87
172	Slave Fire Brigade	87
173	Smith	87
174	Armorer	87
175	Alley Butcher	87
176	Rope	87
177	Wigs	88
178	Flesh Shop	88
179	Fear Shop	88
180	Glutton & Gore	88
181	Puppet Shop	88
182	Beat-A-Slave	88
183	Fetish Shop	89
184	Torture Shop	89
185	Horse Market	89
186	Hot House	90
187	Merchant Sheriff	91
188	Boar's Head Tavern	91
189	Foot Soldiers' Club	91
190	Fortune Teller	91
191	Scholars' Inn	91
192	Smith	91
193	Armorer	92
194	Wall Captain	92
195	Sea God Temple	92
196	Stable	93
197	Baker	93
198	Grocery	93
199	Dancer	93
200	Armorer	93
201	Rope Maker	93
202	Movert Bath	93
203	Coin Changer	94
204	5th Company Barracks	94
205	Wall Captain	94
206	Red Axe Inn	94
207	Pig & Whistle	94
208	Werelord Tavern	95
209	Open Market	95
210	Plant Shoppe	95
211	Delphia's Delight	96
212	Saddler	96
213	Barracks	96
214	Rent-A-Slave	96
215	Fur Shop	96
216	Velvet Bed or Table	96
217	Dancers	96

218	Carnival of Memories	97
219	Park of Obscene Statues	97
220	Canon Court	98
221	Merchant Court	98
222	Royal Court	98
223	Low Court	98
224	Gate of the Gods	99
225	Gatekeeper	99
226	Master of Monks	99
227	Temple of the Spider-God	99, 200
228	Seahawk Tavern	100
229	Water Dog Flop House	100
230	Tax Collector	100
231	Armorer	101
232	Sorcerer's Supply House	101
233	Green Goblin Inn	101
234	Marine Barracks	101
235	She-Devil Tavern	102
236	Temple of Harmakhis	102,154,157
237	Temple of Odin	102,154,156
238	Street Scoopers	102
239	Temple of Thoth the Terrible	103, 154
240	The Drunken Reveler	103
241	Government Bureau	104
242	Hellbridge Temple	104, 170
243	Pirate's Cove Inn	105
244	Tattoo Shop	105
245	Warehouse	106
246	Cook	106
247	Potter	106
248	Masher's Gaming House	106
249	Belltower	106
250	Light Gale Inn	106
251	Sword-Rat Resthouse	106
252	Dewy Dryad	106
253	Wild-Boar Tavern	107
254	Cup & Dragon	107
255	Litigation Tricksters Guild	107
256	Merchant's Guild	108
257	Tapestry	108
258	Mercenary Guild	108
259	Barbarian Shop	109
260	Money Changer	109
261	Firedrake Mead Hall	110
262	Money-Lender	110
263	Grub & Grunt	110
264	Tax Collector	110
265	Bazaar	110
266	Minstrels	111
267	Brass Bazaar	111
268	Winery	111
269	Lust Shop	111
270	Accountant	112
271	Bureaucrat	112
272	Loan Shark	112
273	Fairbeard's Bakery	112
274	Debtor's Prison	113
275	Wanderer's Inn	113
276	Marble Hall	113
277	Bloody Foam Saloon	114
278	Sword-Maker	114
279	Mindwarp Alehouse	114
280	Temple of the Gargoyle	114
281	Guest Manor	115
282	Guard's	115
283	Jeweler	115
284	Bazaar	115
285	Silverlight Palace	115
286	Sage's Guild	116
287	Crummy Crab Inn	118
288	Sailor	118
289	Courtesan	119
290	Perfumer	119
291	Courtesan	119
292	Goldsmith	119
293	Squires and Pages	119
294	Cavalry Club	119
295	Knights of the Realm	120
296	Knights' Quarters	120
297	Summer Palace	120
298	Bachelor's Club	121
299	Banneret's Club	121
300	Royal Barracks	121
301	Royal Cavalry	122
302	War Council	123
303	Cleric Club	123
304	Cavalry Stable	123
305	Mead Hall	123
306	Carpet Shop	124
307	Perfumer	124
308	Goldsmith	124
309	The Temple of Pegana	124, 178
310	Ink	126
311	Dyer	126
312	Cook	126
313	Jeweler	126
314	Paddock	127
315	Torch Maker	127
316	Candle Maker	127
317	Chain Shop	127
318	Slave Master's Guild	127
319	Tracker	127

320	Saddle Shop	127	341	Carpenter	130
321	Hunter	127	342	Barrel Maker	131
322	Ferd Ferry	128	343	Sail Maker	131
323	Sea Rover Tavern	128	344	Marine Barracks	131
324	Diver for Hire	128	345	Sail Bar	131
325	Ship Magnate	128	346	Ship Builder	131
326	Shipbuilder	128	347	Laundry	131
327	Tar Shop	128	348	Sea Nymph Inn	132
328	Fisher	128	349	Sea Captain	132
329	Sail Maker	129	350	Barrack Marine	132
330	Red Pearl Inn	129	351	Sail Maker	132
331	Stronsa Saloon	129	352	Nets	132
332	Rope Maker	129	353	Sea Food Hearth	132
333	Net Maker	129	354	Sea Captain	132
334	Morkoth Saloon	129	355	Scribe	132
335	Taxidermist	129	356	Engineer	133
336	First Born Inn	129	357	Wheelwright	133
337	Sarcophagus of Admiral Pik	130	358	Barrack 6th Co	133
338	Anchor Shop	130	359	Wall Captain	133
339	Admiral	130	360	Wizard's Keep	133
340	Marine Captain	130	361	Southern Keep	133

City Scape of the Invincible Overlord

NORTH

Scale in Feet 0 150 300

ESTUARY OF ROGLAROON

SWAMP MERMIST The Emerald Death

WILD ORCS OF THE PURPLE CLAW

CONQUEROR'S RIVER

GOBLIN RESERVATION

DESPOT RUINS

REFUSE GROUNDS

OVERLORD'S PASTURE

CRYPTIC CITADEL

SILVERLIGHT PALACE

BURIAL GROUNDS

GOLD BLOSSUM POOL

RAINBOW FALLS

QUARRY

WATCHTOWER

ORACLE LAKE

FARMERS BANE

GROANING FALL

DWARVEN MINES

TROLL FENS

Royal Street

Street of Masonrons

Temple Street

Caravan Street

Moor Rat Road

Twilight Road

Fog Street

Silver Street

Old South Road

Ox-Cart Road

Harvest Road

Aqueduct

Gate of Dusk 224

Wizard's Keep 360

Southern Keep 351

Horse Market 185

Temple of Thoth the Terrible 239

Temple of Odin 237

Temple of Harmakhis 236

Hell-bridge Temple 242

Pleasure Pit 219

Park of Obscene Statues

Stadium

Arena

Harem

Pool

Gardens

Zoo

Barracks 3rd Co.

Officers' School

Sergeant at Arms

Sword Master

Hunter

Trainer

Stable

Smithy

Carpenter

Mason

Quarry

Watchtower

Aqueduct

Ruins

Fortune Teller

Rockslide of the Dead

Fortress Ferry

Pitch Bog

Outer Ramparts

Prince Tzunner

Grand Gate

North Gate

Ox-Cart Road

Harvest Road

Aqueduct

Twilight Road

Fog Street

Silver Street

Old South Road

Royal Street

Street of Masonrons

Temple Street

Caravan Street

Moor Rat Road

City-State Sewers

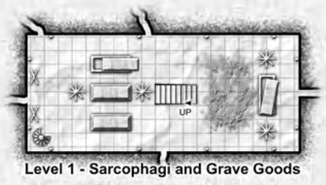
1 square = 50 feet

Swordmaker
Overlord's Warehouse
Chain Mail
Baker
Warehouse
Spears
Tomb
Wall Captain
First Born Inn
Sarcophagus Admiral Pik
Smith
Dancer
Naughty Nannies
Temple of Pegana
Patrician Theatre
Park of Obscene Statues
Overlord's Pasture
Watch Tower
North Gate
White Wake Inn
City Jail
Thoth
Temples
Odin
Hellbridge Temple
Refuse Grounds
Farmer's Bane
Wanderer's Inn
Spider God
Slaves
Harmakhis
Assassin's Guild
Armourer
School of Ancient Knowledge
Tricksters' Guild
Private Home
Refuse Grounds
Villa Pallisade
Last Ale Inn
Five Level Dungeon
No. 5 Shady Street
Smith
Baker
Thieves' Guild
Wine
Slave
Carpets
Goblin Reservation
Money Changer
Silversmith
Conquerors River
Wigs
Conquerors River
Despot Ruins
Conquerors River

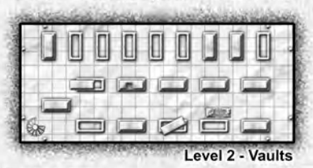
TRAP DOOR SECRET TRAP DOOR TUNNEL ENTRANCE SEWER EXIT

Tomb

Ground Level - Shrine

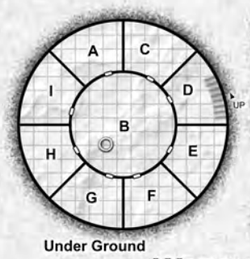


Level 1 - Sarcophagi and Grave Goods

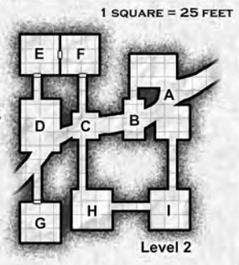

Level 2 - Vaults

1 square = 5 feet

1 square = 25 feet



Under Ground



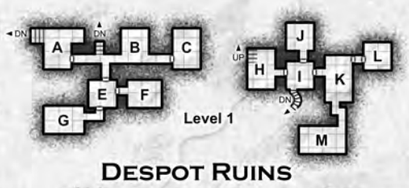
Level 2

Watch Tower

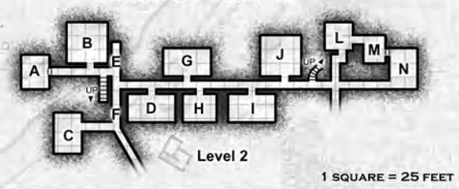
Ground Level

Roof Level

Despot Ruins



Level 1

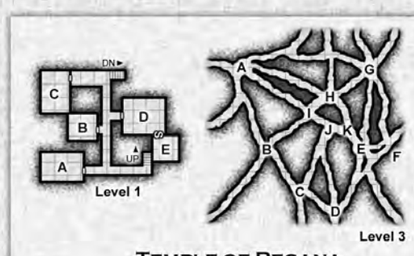


Level 2

1 square = 25 feet

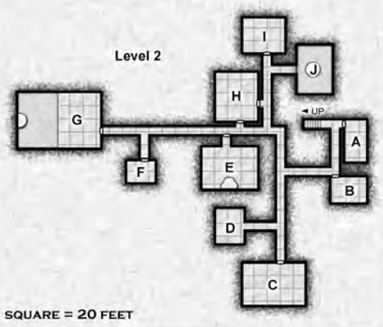
NORTH

Temple of Pegana



Level 1

Level 3

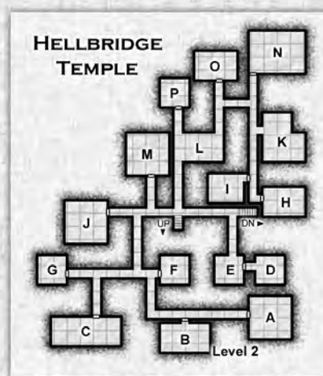


Level 2

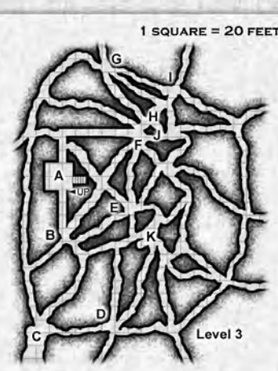
1 square = 20 feet

Hellbridge Temple

1 square = 20 feet



Level 2

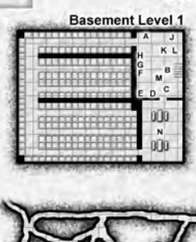


Level 3

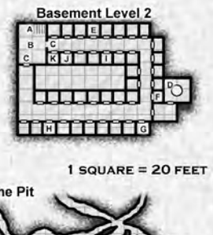
City Jail

Ground Floor

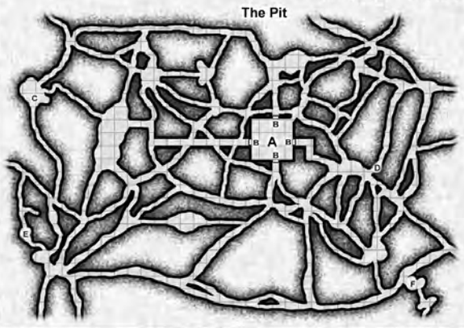
Upper Level



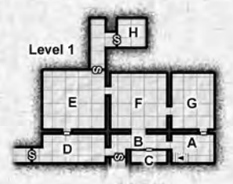
Basement Level 1


Basement Level 2

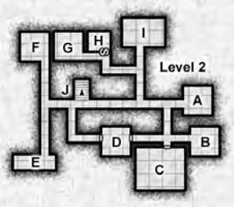
1 square = 20 feet



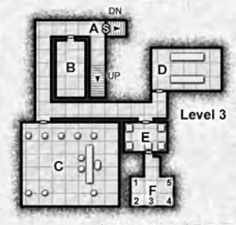
The Pit



Level 1



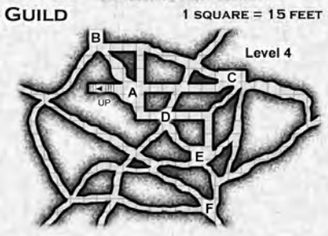
Level 2



Level 3

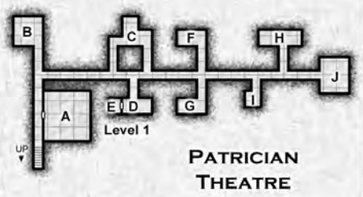
Thieves Guild

1 square = 15 feet



Level 4

Patrician Theatre

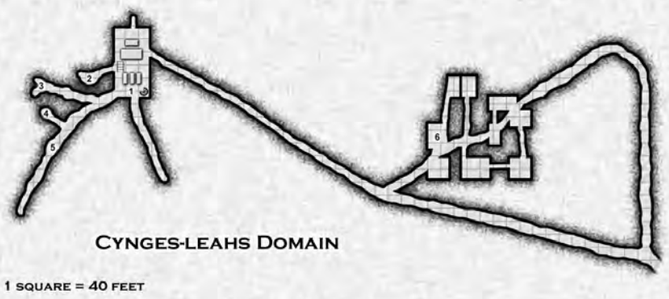


Level 1

Level 2

1 square = 20 feet

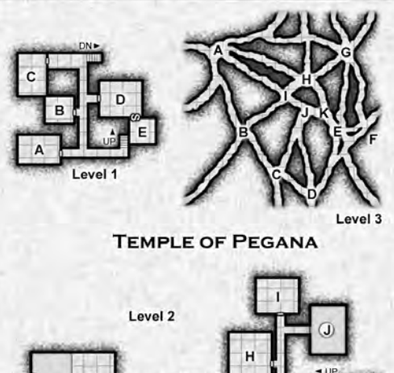
Cynges-leahs Domain



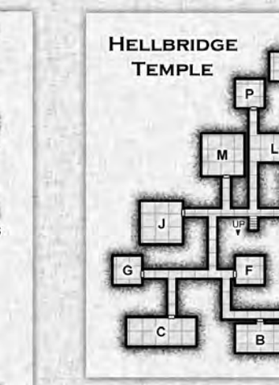
1 square = 40 feet

Hellbridge Temple

1 square = 20 feet



Level 2

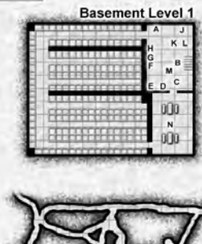


Level 3

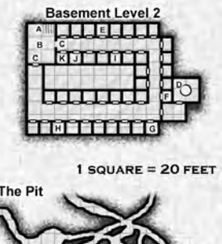
City Jail

Ground Floor

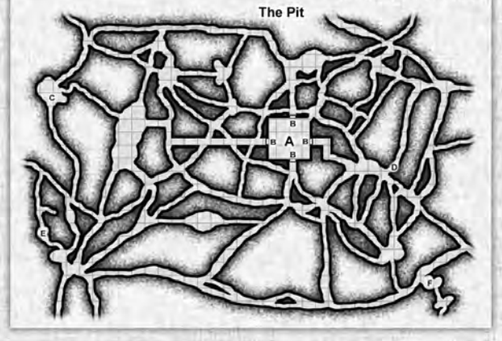
Upper Level



Basement Level 1


Basement Level 2

1 square = 20 feet



The Pit

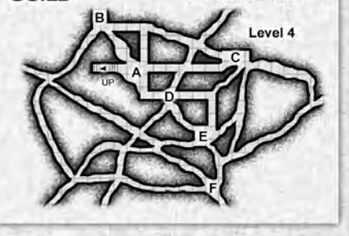
Level 1

Level 2

Level 3

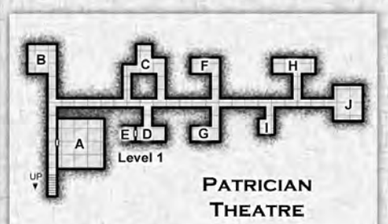
Thieves Guild

1 square = 15 feet

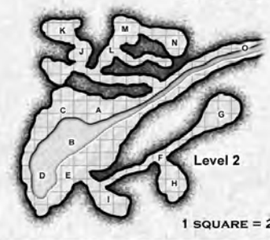


Level 4

Patrician Theatre



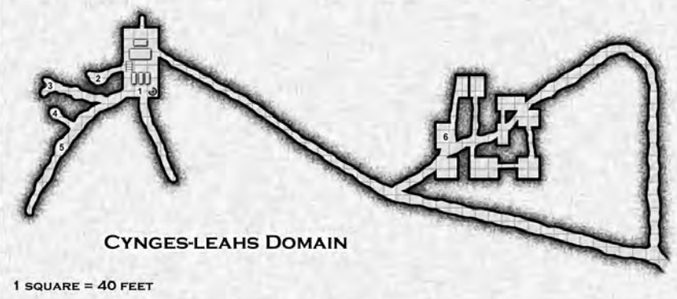
Level 1



Level 2

1 square = 20 feet

Cynges-leahs Domain



1 square = 40 feet

Walk the Mean Streets

Famous as much for its brutality as for its size and wide variety of citizenry, the City State of the Invincible Overlord beckons to adventurers throughout the land. Can your PCs survive the mean streets of an evil city built upon the backs of the conquered? To negotiate their way safely through its labyrinthine roads, laws, and customs, your PCs had better keep their wits — and their blades — sharp!

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